

Exhibit B

WEIL, GOTSHAL & MANGES LLP
 767 Fifth Avenue
 New York, New York 10153
 Telephone: (212) 310-8000
 Facsimile: (212) 310-8007
 Marcia L. Goldstein
 Gary T. Holtzer
 Adam P. Strochak
 Stephen A. Youngman (*admitted pro hac vice*)
 Sylvia A. Mayer (*admitted pro hac vice*)

Attorneys for Debtors and
 Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
GENERAL GROWTH	: 09-11977 (ALG)
PROPERTIES, INC., <u>et al.</u> ,	: (Jointly Administered)
Debtors.	:
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**MONTHLY FEE AND EXPENSE STATEMENT OF
 WEIL, GOTSHAL & MANGES LLP, ATTORNEYS FOR DEBTORS AND DEBTORS
IN POSSESSION FOR THE PERIOD JULY 1, 2009 THROUGH JULY 31, 2009**

<u>Name of Applicant:</u>	Weil, Gotshal & Manges LLP
<u>Authorized to Provide Professional Services to:</u>	General Growth Properties, Inc., <u>et al.</u>
<u>Date of Retention:</u>	May 20, 2009 <u>Nunc Pro Tunc</u> to April 16, 2009
<u>Period for Which Compensation and Reimbursement is Sought:</u>	July 1, 2009 through and including July 31, 2009
<u>Total Amount of Compensation:</u>	\$1,940,357.00
<u>Total Amount of Expenses:</u>	\$60,368.53
<u>80% of Compensation Requested:</u>	\$1,552,285.60
<u>100% of Expenses Requested:</u>	\$60,368.53
<u>Total Fees and Expenses Requested:</u>	\$1,612,654.13

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	HOURLY BILLING RATE (including changes)	TOTAL BILLED HOURS	TOTAL COMPENSATION
ASSOCIATES:				
Lemmer, Elisa R.	BFR – 2000	\$640.00	80.50	\$51,520.00
Gilbane, Eleanor H.	LR – 2002 ²	\$630.00	23.20	\$14,616.00
Eng, Diana M.	CORP – 2004	\$580.00	133.70	\$77,546.00
Lopez, Christopher M.	BFR – 2003	\$580.00	41.30	\$23,954.00
Wright, Miles J.	LR – 2004	\$540.00	103.80	\$56,052.00
Jacobs, Barry A.	CORP – 2005 ³	\$540.00	1.40	\$756.00
Friedman, Julie T. (Contract Attorney)	BFR – 2003	\$500.00	19.00	\$9,500.00
Ellis, Matthew S.	CORP – 2005	\$500.00	3.40	\$1,700.00
Le, Kathy A.	LR – 2008	\$465.00	176.20	\$81,933.00
Saavedra, Andrea C.	BFR – 2007	\$465.00	100.80	\$46,872.00
Tran, Diem	LR – 2007	\$465.00	60.30	\$28,039.50
Sadlak, Kristina A.	LR – 2007	\$465.00	29.30	\$13,624.50
Wine, Jennifer L.	LR – 2007	\$465.00	36.40	\$16,926.00
Coelho, Sara	BFR – 2008	\$465.00	1.00	\$465.00
Gail, David B.	CORP – 2008	\$355.00	18.90	\$6,709.50
Reicher, Aliza	BFR – 2008 ⁴	\$415.00	148.00	\$61,420.00
Cahn, Blaire	BFR – *	\$415.00	245.50	\$101,882.50
Eisler, Matthew	CORP – 2008	\$415.00	8.40	\$3,486.00
Neely, Christopher M.	LR – 2009	\$415.00	116.70	\$48,430.50
Solaimani, Farbod	TAX – 2008	\$415.00	38.00	\$15,770.00
Mendelowitz, Adam	TAX – 2008 ⁵	\$355.00	2.10	\$745.50
Craddock, Erin	LR – *	\$355.00	36.00	\$12,780.00
Haberman, Noam I.	CORP – *	\$355.00	102.90	\$36,529.50

² Reflects New York Bar Admission. Admitted to Texas Bar in 2006.

³ Reflects New York Bar Admission. Admitted to Texas Bar in 2007.

⁴ Reflects New York Bar Admission, Admitted to the New Jersey Bar in 2007.

⁵ Reflects Connecticut Bar Admission. Not admitted to New York Bar.

James, Cheryl A.	LR – 2009	\$355.00	132.50	\$47,037.50
Kendall, Consuelo A.	LR – 2009	\$355.00	44.30	\$15,726.50
Morgan, Gabriel A.	BFR – 2009	\$355.00	147.40	\$52,327.00
Salcedo, Nadya	LR – *	\$355.00	13.90	\$4,934.50
Sherman, Rachel B.	LR – 2009	\$355.00	47.00	\$16,685.00
Yates, Erin K.	LR – 2009 ⁶	\$355.00	64.60	\$22,933.00
Mann, Tracy T.	LR – *	\$355.00	175.50	\$62,302.50
Crews, Kevin T.	CORP – 2008	\$355.00	1.00	\$355.00
Total Associates			2,153.00	\$933,558.50

⁶ Reflects Massachusetts Bar Admission.

NAME OF PROFESSIONAL	DEPARTMENT AND YEAR ADMITTED Position of the Applicant	HOURLY BILLING RATE (including changes)	TOTAL BILLED HOURS	TOTAL COMPENSATION
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:				
Lee, Kathleen	BFR	\$245.00	43.40	\$10,633.00
Mitchel, Gayle E.	BFR	\$230.00	136.50	\$31,395.00
Robin, Artur	LITIGATION SUPPORT	\$215.00	13.00	\$2,795.00
Nudelman, Peter	LITIGATION SUPPORT	\$215.00	3.00	\$645.00
Flinn, Deborah C.	LR	\$210.00	19.20	\$4,032.00
Siebel, Peter A.	BFR	\$210.00	8.10	\$1,701.00
Seavey, Lori A.	BFR	\$205.00	1.30	\$266.50
Bell, Andrew	LITIGATION SUPPORT	\$190.00	2.00	\$380.00
Olvera, Rene A.	BFR	\$180.00	8.80	\$1,584.00
Amponsah, Duke	BFR	\$180.00	46.70	\$8,406.00
Chan, Bill K.	LR	\$180.00	74.00	\$13,320.00
Sawyer, Jayme R.	LR	\$180.00	9.40	\$1,692.00
Mandel, Gareth M.	LR	\$170.00	48.20	\$8,194.00
Swaney, Nicloe	LR	\$160.00	10.80	\$1,728.00
Wilmer, Andrea	BFR	\$160.00	3.00	\$480.00
Schoenfeld, Matthew	BFR	\$160.00	6.70	\$1,072.00
Van Kampen, Allison L.	LR	\$160.00	1.80	\$288.00
Cruz, Luis	LIBRARY	\$135.00	3.60	\$486.00
Jalomo, Chris	BFR	\$130.00	62.40	\$8,112.00
Bettini, Elio	LIBRARY	\$125.00	3.90	\$487.50
Pancham, Brenda	LIBRARY	\$100.00	1.00	\$100.00
Greco, Maximiliano	LIBRARY	\$85.00	1.00	\$85.00
Fhanaraj, Ramesh	LR	\$95.00	36.60	\$3,477.00
Total Paraprofessionals			544.40	\$101,359.00

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	CONFER WITH J. TANGREN RE: RESOLUTION OF ERISA CLASS ACTION AS IT RELATES TO MOTION TO EXTEND STAY TO CLASS ACTIONS (.4); CONFER WITH M. CHIMITRIS, R. FEIT RE: SAME (.3); REVISE LETTER TO JUDGE SHADUR, INCLUDING RELEVANT ARGUMENTS FROM A. METZ DECLARATION AND J. MESTERHARM'S FIRST DAY DECLARATION (1.2); CONFER WITH M. CHIMITRIS, R. FEIT ABOUT 30(B)(6) WITNESS IN RESPONSE TO URBAN PLAINTIFFS' DEPOSITION NOTICE (.6).				
07/14/09	Eng, Diana	2.50	1,450.00	001	19159121
	E-MAILS TO D. TRAN, E. CRADDOCK AND C. JAMES RE: RESPONSES TO DOCUMENT REQUESTS IN URBAN ADVERSARY PROCEEDING (.3); REVIEW T. NOLAN DECLARATIONS AND DEPOSITIONS RELATED TO MOTIONS TO DISMISS (1.7); REVISE OBJECTIONS TO DOCUMENT REQUESTS (.5).				
07/14/09	Tran, Diem	0.30	139.50	001	19173313
	REVIEW DOCUMENT REQUESTS FROM CENTER PARTNERS.				
07/14/09	James, Cheryl	1.30	461.50	001	19201651
	REVISE DISCOVERY RESPONSES.				
07/14/09	Morgan, Gabriel	1.10	390.50	001	19222962
	COORDINATE WITH WGM LITIGATION TEAM RE: TIMING FOR RESPONSE PLEADINGS (.9); CALL WITH G. MITCHEL RE: SAME (.2).				
07/14/09	Mandel, Gareth	0.70	119.00	001	19398560
	ASSIST WITH RESEARCH ON SECURITIES AND ERISA CLASS ACTION FILINGS IN CONJUNCTION WITH CLASS ACTION ADVERSARY (.3); REVIEW OF DOCUMENTS FOR PRODUCTION IN URBAN ADVERSARY (.4).				
07/15/09	Eng, Diana	7.40	4,292.00	001	19163139
	EMAILS TO NAVIGANT RE: DOCUMENT PRODUCTION (.2); MEET WITH C. JAMES, D. TRAN, E. CRADDOCK AND G. MANDEL RE: PROPER PROCEDURE FOR DOCUMENT REVIEW (.3); PARTICIPATE IN MEETING WITH NAVIGANT RE: SAME (.6); CALL WITH C. JAMES RE: LETTER TO JUDGE SHADUR (.1); REVIEW AND COMMENT ON LETTER TO JUDGE SHADUR (.3); DRAFT AND REVISE DECLARATIONS OF T. NOLAN (1.1); CALLS WITH M. GRAY RE: STRATEGY FOR RESPONSE TO DISCOVERY REQUESTS (.8); CALL WITH C. MALLET RE: DISCOVERY REQUESTS (.4); CALL WITH P. GONZALEZ RE: SAME (.1); REVIEW DOCUMENTS RELATED TO URBAN ADVERSARY PROCEEDING (3.3); CALL WITH E. CRADDOCK RE: DOCUMENT REVIEW PROCESS (.2).				
07/15/09	Gilbane, Eleanor	1.40	882.00	001	19165570
	REVIEW LEGISLATIVE HISTORY ON SETOFF PROVISIONS (.3); EMAIL LEGISLATIVE HISTORY AND COMMENTS TO C. NEELY FOR RESEARCH MEMO (.3); REVIEW MEMO AND EDIT C. NEELY RESEARCH MEMO (.8).				
07/15/09	Tran, Diem	8.20	3,813.00	001	19172877
	MEET WITH D. ENG, C. JAMES, E. CRADDOCK AND G. MANDEL RE: DOCUMENT REVIEW PROCEDURE (.3); REVIEW DOCUMENTS IN RESPONSE TO CENTER PARTNER'S DOCUMENT REQUESTS (7.9).				
07/15/09	Craddock, Erin	8.40	2,982.00	001	19161659
	MEET WITH D. ENG, C. JAMES, D. TRAN, G. MANDEL RE: DOCUMENT REVIEW (.3); REVIEW DOCUMENTS FOR PRODUCTION RE: CERTAIN PENDING LITIGATION (7.5); CALL WITH D. ENG RE: DOCUMENT REVIEW PROCESS (.2); REVIEW BACKGROUND DOCUMENTS FOR DOCUMENT REVIEW (.4).				
07/15/09	James, Cheryl	2.40	852.00	001	19201974
	MEET WITH D. ENG, E. CRADDOCK, D. TRAN AND G. MANDEL RE: DOCUMENT PRODUCTION FOR URBAN ADVERSARY (.3); CONDUCT DOCUMENT REVIEW FOR URBAN ADVERSARY (2.0); CALL WITH D. ENG RE: LETTER TO JUDGE SHADUR (.1).				
07/15/09	Mandel, Gareth	0.30	51.00	001	19182495

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	ATTEND TEAM MEETING RE: DOCUMENT REVIEW IN URBAN ADVERSARY.				
07/16/09	Gray, Melanie	0.20	170.00	001	19236871
	REVIEW DRAFT ERISA STIPULATION PROVIDED BY ERISA COUNSEL.				
07/16/09	Eng, Diana	8.30	4,814.00	001	19166187
	MEET WITH N. SALCEDO RE: PROCEDURE FOR DOCUMENT REVIEW (.6); CALL WITH NAVIGANT RE: SAME (.1); EMAILS TO P. GONZALEZ RE: SAME (.4); REVIEW DOCUMENTS RELATED TO DISCOVERY REQUESTS (6.9); REVIEW AND COMMENT ON OBJECTIONS TO DISCOVERY (.3).				
07/16/09	Tran, Diem	7.80	3,627.00	001	19172882
	REVIEW DOCUMENTS IN RESPONSE TO CENTER PARTNER'S DOCUMENT REQUESTS.				
07/16/09	Craddock, Erin	5.90	2,094.50	001	19163963
	REVIEW DOCUMENTS IN CONNECTION WITH PENDING ADVERSARY PROCEEDING.				
07/16/09	James, Cheryl	2.10	745.50	001	19201741
	REVIEW DOCUMENTS FOR URBAN ADVERSARY.				
07/16/09	Salcedo, Nadya	8.50	3,017.50	001	19167638
	MEET WITH D. ENG RE: PROCEDURE (.6); REVIEW OF DOCUMENTS FOR RESPONSIVENESS AND PRIVILEGE (7.9).				
07/16/09	Mandel, Gareth	1.30	221.00	001	19182606
	ASSIST C. JAMES AND D. ENG WITH PROOFING AND SERVICE OF DEBTORS OBJECTIONS TO 1ST DOCUMENT REQUESTS AND DEPOSITION NOTICE.				
07/17/09	Eng, Diana	5.80	3,364.00	001	19169229
	REVISE CONFIDENTIALITY AGREEMENT FOR URBAN ADVERSARY PROCEEDING (.4); REVIEW DOCUMENTS FOR PRIVILEGE AND RESPONSIVENESS (4.8); EMAIL T. SMITH RE: URBAN ADVERSARY PROCEEDING (.2); EMAIL T. SMITH RE: CONFIDENTIALITY AGREEMENT (.1); REVIEW GGP BY-LAWS (.3).				
07/17/09	Tran, Diem	6.90	3,208.50	001	19173158
	REVIEW DOCUMENTS IN RESPONSE TO CENTER PARTNER'S DOCUMENT REQUESTS.				
07/17/09	James, Cheryl	1.50	532.50	001	19201254
	REVIEW DOCUMENTS FOR PRODUCTION IN URBAN ADVERSARY.				
07/17/09	Salcedo, Nadya	5.40	1,917.00	001	19167840
	REVIEW DOCUMENTS FOR RESPONSIVENESS AND PRIVILEGE.				
07/18/09	Eng, Diana	6.70	3,886.00	001	19169349
	REVIEW DOCUMENTS FOR RESPONSIVENESS AND PRIVILEGE.				
07/18/09	Mandel, Gareth	3.70	629.00	001	19182483
	REDACT HARD COPY DOCUMENTS REVIEW BY D. ENG FOR PRODUCTION IN URBAN ADVERSARY (1.5); COORDINATE WITH NAVIGANT RE: PRODUCTION OF DOCUMENTS IN URBAN ADVERSARY (2.2).				
07/19/09	Gray, Melanie	0.80	680.00	001	19216374
	CONFER WITH D. ENG, C. YOUNG RE: STATUS AND DOCUMENT PRODUCTION TO URBAN PLAINTIFFS.				
07/19/09	Eng, Diana	1.00	580.00	001	19170364

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	REVIEW DOCUMENTS FOR RESPONSIVENESS AND PRIVILEGE (.5); REVISE STIPULATION RE: 180-DAY DISCOVERY STAY IN ERISA LITIGATION (.5).				
07/19/09	Mandel, Gareth	1.00	170.00	001	19182345
	REVIEW 1ST URBAN ADVERSARY PRODUCTION.				
07/20/09	Gray, Melanie	0.60	510.00	001	19216262
	REVIEW AND REVISE STIPULATION RELATED TO ERISA CLASS ACTION (.3); EMAIL D. WINTERS RE: SAME (.1); REVIEW DRAFT OF AGREED MOTION AND ORDER TO STAY DISCOVERY TO BE FILED IN ERISA CLASS ACTION (.2).				
07/20/09	Eng, Diana	2.50	1,450.00	001	19179223
	REVIEW DOCUMENTS FOR PRODUCTION IN URBAN ADVERSARY PROCEEDING (2.3); REVISE STIPULATION RE: STAY RELATED TO ERISA DEFENDANTS (.2).				
07/20/09	Tran, Diem	1.20	558.00	001	19197388
	REVIEW DOCUMENTS ON PRODUCTION CDS TO CENTER PARTNERS.				
07/20/09	James, Cheryl	4.50	1,597.50	001	19201762
	PREPARE FOR JULY 22 HEARING (3.8); DRAFT COVER LETTER FOR DOCUMENT PRODUCTION FOR URBAN ADVERSARY (.2); CALL WITH M. GRAY AND GGP RE: PROPOSED STIPULATION (.3); MEET WITH R. SHERMAN AND D. ENG RE: HEARING PREPARATION (.2).				
07/20/09	Sherman, Rachel	2.20	781.00	001	19180698
	MEET WITH D. ENG AND C. JAMES TO DISCUSS CASE STRATEGY (.5); CONDUCT LEGAL RESEARCH RE: AUTHENTICATION OF BUSINESS RECORDS (1.7).				
07/20/09	Mandel, Gareth	7.90	1,343.00	001	19252942
	COMMUNICATE WITH D. ENG AND NAVIGANT RE: DEPOSITION PREPARATION AND PRODUCTION IN URBAN ADVERSARY (1.3); ASSEMBLE T. NOLAN DEPOSITION PREPARATION MATERIALS FOR URBAN ADVERSARY PER D. ENG INSTRUCTIONS (1.0); PREPARE JULY 20 URBAN ADVERSARY PRODUCTION (5.6).				
07/21/09	Gray, Melanie	1.00	850.00	001	19216500
	SEND NUMEROUS EMAILS RE: STIPULATION RE: CLASS ACTION MOTION TO EXTEND STAY AS IT RELATES TO ERISA CLASS ACTION AND TERMS OF AGREEMENT (.4); REVIEW AND REVISE PROPOSED ERISA STIPULATION (.4); CONFER WITH D. ENG RE: SAME (.2).				
07/21/09	Eng, Diana	2.30	1,334.00	001	19184361
	REVIEW AND REVISE STIPULATION AND AGREED ORDERS RE: SECURITIES AND ERISA LITIGATIONS.				
07/21/09	Sherman, Rachel	2.50	887.50	001	19180702
	DRAFT STIPULATION FOR SECURITIES CLASS ACTION.				
07/21/09	Mandel, Gareth	0.30	51.00	001	19251199
	UPDATE URBAN ADVERSARY CORRESPONDENCE FILE.				
07/22/09	Eng, Diana	3.30	1,914.00	001	19187811
	CALL WITH M. GRAY RE: DRAFT STIPULATIONS AND AGREED ORDERS RE: URBAN, ERISA AND SECURITIES LITIGATIONS (.2); DRAFT AND REVISE LETTER TO JUDGE SHADUR RE: ADJOURNMENT OF HEARING (.3); REVISE STIPULATIONS AND AGREED ORDERS RE: URBAN AND SECURITIES LITIGATIONS (2.5); CALL WITH R. FEIT RE: COMMENTS TO URBAN STIPULATION (.1); EMAILS TO R. FEIT, M. CHIMITRIS AND M. GRAY RE: DRAFT STIPULATIONS AND AGREED ORDERS RE: URBAN, ERISA AND SECURITIES LITIGATIONS (.2).				

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	REVIEW BILLING SUMMARY REPORT (2.4); CALL WITH E. LEMMER RE: FEE STATEMENTS (.2).				
07/01/09	Amponsah, Duke	3.80	684.00	032	19192161
	REVIEW BILLING SUMMARY REPORT AND CONFORM ENTRIES TO U.S. TRUSTEE GUIDELINES.				
07/01/09	Mitchel, Gayle	8.70	2,001.00	032	19130808
	CONTINUE SECONDARY REVIEW OF BILLING SUMMARY REPORT AND FORWARD EDITS ACCOUNTING.				
07/01/09	Jalomo, Chris	7.00	910.00	032	19157081
	ASSIST WITH THE SECONDARY REVIEW OF BILLING SUMMARY REPORT AS REQUESTED BY G. MITCHEL.				
07/02/09	Friedman, Julie	0.50	250.00	032	19139594
	REVIEW ISSUES RELATED TO FIRST BILLING STATEMENT.				
07/02/09	Morgan, Gabriel	0.40	142.00	032	19223015
	DRAFT EMAILS TO S. YOUNGMAN, J. FRIEDMAN AND D. AMPONSAN RE: BILL REVIEW.				
07/02/09	Amponsah, Duke	3.00	540.00	032	19192331
	REVIEW BILLING SUMMARY REPORT AND CONFORM ENTRIES TO U.S. TRUSTEE GUIDELINES.				
07/03/09	Friedman, Julie	3.60	1,800.00	032	19139595
	REVIEW APRIL-MAY BILLING STATEMENT IN COMPLIANCE WITH U.S. TRUSTEE GUIDELINES.				
07/03/09	Morgan, Gabriel	6.30	2,236.50	032	19222113
	REVIEW BILLING SUMMARY REPORT TO ENSURE COMPLIANCE TO U.S. TRUSTEE GUIDELINES (6.1); DRAFT EMAILS WITH S. YOUNGMAN AND J. FRIEDMAN RE: SAME (.2).				
07/04/09	Friedman, Julie	2.00	1,000.00	032	19139596
	REVIEW APRIL-MAY BILLING STATEMENT TO ENSURE COMPLIANCE WITH U.S. TRUSTEE GUIDELINES.				
07/04/09	Morgan, Gabriel	0.70	248.50	032	19196708
	REVIEW BILLING SUMMARY REPORT TO ENSURE COMPLIANCE TO U.S. TRUSTEE GUIDELINES.				
07/05/09	Friedman, Julie	6.90	3,450.00	032	19139597
	REVIEW APRIL-MAY BILLING STATEMENT TO ENSURE COMPLIANCE TO U.S. TRUSTEE GUIDELINES.				
07/05/09	Morgan, Gabriel	6.60	2,343.00	032	19196709
	REVIEW BILLING SUMMARY REPORT TO ENSURE COMPLIANCE TO U.S. TRUSTEE GUIDELINES (6.5); EMAIL WITH J. FRIEDMAN RE: SAME (.1).				
07/06/09	Friedman, Julie	3.80	1,900.00	032	19139598
	REVIEW APRIL-MAY BILLING STATEMENT TO ENSURE COMPLIANCE WITH U.S. TRUSTEE GUIDELINES (3.6); CONFER WITH G. MORGAN RE: SAME (.2).				
07/06/09	Morgan, Gabriel	4.90	1,739.50	032	19221994
	REVIEW BILLING SUMMARY REPORT TO ENSURE COMPLIANCE TO U.S. TRUSTEE GUIDELINES (4.6); CONFER WITH J. FRIEDMAN RE: SAME (.3).				
07/07/09	Friedman, Julie	1.00	500.00	032	19139530

WEIL, GOTSHAL & MANGES LLP
 767 Fifth Avenue
 New York, New York 10153
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 Sylvia A. Mayer (*admitted pro hac vice*)

Attorneys for Debtors and
 Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
GENERAL GROWTH	: 09-11977 (ALG)
PROPERTIES, INC., <u>et al.</u> ,	: (Jointly Administered)
Debtors.	:
-----X	

**MONTHLY FEE AND EXPENSE STATEMENT OF WEIL, GOTSHAL
 & MANGES LLP, ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION
 FOR THE PERIOD SEPTEMBER 1, 2010 THROUGH SEPTEMBER 30, 2010**

<u>Name of Applicant:</u>	Weil, Gotshal & Manges LLP
<u>Authorized to Provide Professional Services to:</u>	General Growth Properties, Inc., <u>et al.</u>
<u>Date of Retention:</u>	May 20, 2009 <u>Nunc Pro Tunc</u> to April 16, 2009
<u>Period for Which Compensation and Reimbursement is Sought:</u>	September 1, 2010 through and including September 30, 2010
<u>Total Amount of Compensation:</u>	\$3,080,581.50
<u>Total Amount of Expenses:</u>	\$70,028.79
<u>80% of Compensation Requested:</u>	\$2,464,465.20
<u>100% of Expenses Requested:</u>	\$70,028.79
<u>Total Fees and Expenses Requested:</u>	\$2,534,493.99

COMPENSATION BY PROFESSIONAL
SEPTEMBER 1, 2010 THROUGH SEPTEMBER 30, 2010

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
PARTNERS & COUNSELS:	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise			
Goldstein, Marcia L.	BFR – 1976	\$990.00	119.60	\$118,404.00
Heitner, Kenneth	TAX – 1974	\$990.00	13.00	\$12,870.00
Green, Frederick S.	CORP – 1980	\$990.00	100.70	\$99,693.00
Rosen, J. Phillip	CORP – 1982	990.00	12.00	\$11,880.00
Holtzer, Gary T.	BFR – 1991	\$975.00	110.70	\$107,932.50
Fontana, Angela M.	CORP – 1990	\$950.00	83.10	\$78,945.00
Korby, Mary R.	CORP – 1984	\$925.00	161.80	\$149,665.00
Bloch, Matthew	CORP – 1986	\$900.00	120.50	\$108,450.00
Kam, Michael K.	TAX – 1987	\$900.00	32.60	\$29,340.00
Gray, Melanie	LR – 1988	\$885.00	1.0	\$885.00
Reid, Penny R.	LR – 1989	\$885.00	86.00	\$76,110.00
Gelbfish, Larry J.	TAX – 1988	\$885.00	78.60	\$69,561.00
Lender, David J.	LR – 1994	\$865.00	51.00	\$44,115.00
Zylberberg, Samuel M.	CORP – 1988	\$845.00	1.00	\$845.00
Strochak, Adam P.	BFR – 1993	\$845.00	101.80	\$86,021.00
Connolly, Annemargaret	CORP – 1988	\$845.00	2.20	\$1,859.00
Landau, Malcolm E.	CORP – 1994	\$845.00	86.30	\$72,923.50
Youngman, Stephen A.	BFR – 1985	\$845.00	141.20	\$119,314.00
Frongillo, Thomas C.	LR– 1982	\$845.00	27.70	\$23,406.50
Mastando, John P. III	LR– 1997	\$820.00	8.30	\$6,806.00
Mayer, Sylvia A.	BFR – 1993	\$820.00	103.70	\$85,034.00
Sontag, Scott M.	TAX– 1998	\$780.00	116.30	\$90,714.00
Margolis, Steven M. (Counsel)	TAX– 1990	\$720.00	38.30	\$27,576.00
Ferrillo, Paul A. (Counsel)	LR – 1989	\$720.00	8.10	\$5,832.00

¹ BFR– Business Finance & Restructuring, CORP – Corporate, LR – Litigation/Regulatory, TAX – Tax, LS – Litigation Support, IS – IS Technical Operations, * – Not yet admitted to the bar.

Emmel, Heather L. (Counsel)	CORP – 1998	\$700.00	138.20	\$96,740.00
Lemmer, Elisa R. (Counsel)	BFR – 2000	\$700.00	115.40	\$80,780.00
Total Partners and Counsels			1,859.10	\$1,605,701.50

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ¹ Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	HOURLY BILLING RATE ²	TOTAL BILLED HOURS	TOTAL COMPENSATION
ASSOCIATES:				
Butenas, John	CORP – 1991	\$695.00	46.60	\$32,387.00
Frye, Richard H.	CORP – 2006	\$550.00	68.20	\$37,510.00
Welty, William P.	CORP – 2004	\$665.00	154.80	\$102,942.00
Wright, Miles J.	LR – 2004	\$630.00	97.00	\$61,110.00
Stasny, Sarah E.	CORP – 2003	\$630.00	70.20	\$44,226.00
Fennell, Gregory	CORP – 2004	\$630.00	4.60	\$2,898.00
Jacobs, Barry A.	CORP – 2005	\$630.00	198.50	\$125,055.00
Rahman, Faiza N.	CORP – 2006	\$595.00	95.10	\$56,584.50
Skeete, Hannah	CORP – 2008	\$595.00	41.80	\$24,871.00
Bonk, Jason B.	LR – 2007	\$595.00	48.00	\$28,560.00
Krause, Katherine M.	CORP – 2007	\$550.00	97.80	\$53,790.00
Le, Kathy A.	LR – 2008	\$550.00	91.70	\$50,435.00
Wine, Jennifer L.	BFR – 2007	\$550.00	87.20	\$47,960.00
Stein, Russell J.	TAX – 2004	\$550.00	6.10	\$3,355.00
Hutchings, Clinton R.	CORP – 2006	\$550.00	6.90	\$3,795.00
Reicher, Aliza	BFR – 2008	\$515.00	10.70	\$5,510.50
Quinn, Georgia D.	CORP – 2008	\$515.00	47.30	\$24,359.50
Cahn, Blaire	BFR – 2009	\$515.00	90.90	\$46,813.50
Solaimani, Farbod	TAX – 2008	\$515.00	91.60	\$47,174.00
Yates, Erin K.	LR – 2009	\$455.00	1.40	\$637.00
Friedman, Julie T. (Contract Attorney)	BFR – 2003	\$500.00	27.10	\$13,550.00
Haberman, Noam I.	CORP – 2009	\$455.00	112.40	\$51,142.00
Mendelowitz, Adam	TAX – 2008	\$455.00	66.60	\$30,303.00
Lennox, Marie N.	CORP – 2008	\$455.00	94.40	\$42,952.00

Hatcher, R. Todd T.	TAX – 2009	\$455.00	173.80	\$79,079.00
Rosensteel, Kimberly M.	LR – 2009	\$455.00	42.90	\$19,519.50
Crews, Kevin T.	CORP – 2008	\$455.00	204.60	\$93,093.00
Gail, David B.	CORP – 2008	\$455.00	47.40	\$21,567.00
Mann, Tracy T.	LR – 2008	\$455.00	97.70	\$44,453.50
Morgan, Gabriel A.	BFR – 2009	\$455.00	99.90	\$45,454.50
Hren, Eileen	LR – 2009	\$395.00	31.80	\$12,561.00
Menaldino, Janeane	CORP – 2010	\$395.00	98.20	\$38,789.00
Limmer, Sam	CORP – 2010	\$395.00	9.10	\$3,594.50
Cargill, Stacie L.	CORP – 2009	\$395.00	101.80	\$40,211.00
Capone, Gregory	BFR – *	\$395.00	154.40	\$60,988.00
Total Associates			2,718.50	\$1,397,230.00

NAME OF PROFESSIONAL	DEPARTMENT AND YEAR ADMITTED ¹	HOURLY BILLING RATE ²	TOTAL BILLED HOURS	TOTAL COMPENSATION
Paralegals, Clerks, Library Staff and Other Non-Legal Staff:	Position of the Applicant			
Lee, Kathleen	BFR	\$275.00	9.20	\$2,530.00
Mitchel, Gayle E.	BFR	\$260.00	144.80	\$37,648.00
Freifeld, Michelle I.	LR	\$245.00	4.00	\$980.00
Flinn, Deborah C.	LR	\$240.00	5.50	\$1,320.00
George, Camille A.	LR	\$240.00	8.40	\$2,016.00
Aliseo, Nicole	BFR	\$210.00	2.00	\$420.00
Potter, Lougran	LR	\$200.00	3.40	\$680.00
Amponsah, Duke	BFR	\$200.00	26.50	\$5,300.00
Olvera, Rene A.	BFR	\$200.00	17.60	\$3,520.00
Chan, Bill K.	LR	\$200.00	30.00	\$6,000.00
Sawyer, Jayme R.	LR	\$200.00	1.70	\$340.00
Loskick, Merrill	Library	\$195.00	2.30	\$448.50
Ialuna, Sabrina M.	LR	\$180.00	3.30	\$594.00
Jalomo, Chris	BFR	\$160.00	50.90	\$8,144.00
Pande, Trisha	LR	\$160.00	5.20	\$832.00
Hassett, Meredith M.	LR	\$160.00	14.40	\$2,304.00

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
09/10/10	Strochak, Adam CALL WITH J. MESTERHARM, E. ABRAMS, P. REID AND K. LE RE: CREDITORS COMMITTEE DISCOVERY (.7); CALL TO J. SORKIN, AND P. REID RE: SAME (.7).	1.40	1,183.00	013	20976908
09/10/10	Le, Kathy PREPARE FOR AND CALL WITH A. STROCHAK, P. REID, M. CHIMITRIS, S. MATRENEC, E. ABRAHMS, J. MESTERHARM, R. GERN, AND R. CILENTO RE: CREDITORS COMMITTEE DISCOVERY RELATING TO DISCLOSURE STATEMENT (1.0); CORRESPOND WITH P. REID RE: SAME (.4); COORDINATE WITH L. WIGHT AND T. NOLAN RE: SAME (.4).	1.80	990.00	013	20982633
09/12/10	Mann, Tracy PREPARE MATERIALS RELATED TO SOLICITATION OF HUGHES HEIRS TO J. WRIGHT.	0.20	91.00	013	20974283
09/13/10	Reid, Penny GATHER MATERIALS FOR UNSECURED CREDITORS' COMMITTEE DISCOVERY (3.9); REVIEW AND RESPOND TO EMAILS RE: UNSECURED CREDITORS' COMMITTEE DISCOVERY (.5).	4.40	3,894.00	013	20960332
09/14/10	Reid, Penny GATHER MATERIALS FOR DISCOVERY REQUESTS (4.9); CALL WITH PERSHING'S COUNSEL RE: SAME (.4); CALL WITH A. DIETDERICH AND WGM TEAM RE: SAME (.7).	6.00	5,310.00	013	20959987
09/14/10	Strochak, Adam CALL TO P. REID RE: CREDITORS COMMITTEE DISCOVERY (.2); CALL WITH A. DIETDERICH AND WGM TEAM RE: SAME (.7).	0.90	760.50	013	20890888
09/14/10	Wine, Jennifer EMAIL EPIQ RE: ADDRESS CHANGE FOR SOLICITATION.	0.10	55.00	013	20972912
09/14/10	Le, Kathy COMMUNICATE WITH P. REID RE: CREDITORS COMMITTEE DISCOVERY RELATING TO DISCLOSURE STATEMENT (.7); PARTICIPATE IN CALL WITH WGM TEAM AND A. DIETDERICH RE: CREDITORS COMMITTEE DISCOVERY RELATING TO DISCLOSURE STATEMENT (.7); COMMUNICATE WITH GGP TEAM RE: SAME (.3); CORRESPOND WITH J. MESTERHARM RE: SAME (.3); REVIEW DOCUMENTS FOR PRODUCTION RE: SAME (.7).	2.70	1,485.00	013	20982470
09/15/10	Holtzer, Gary CALL WITH WILLKIE RE: COMMITTEE DISCOVERY.	0.20	195.00	013	20894206
09/15/10	Reid, Penny GATHER MATERIALS FOR DISCOVERY PRODUCTION (5.2); CALL WITH MILLER BUCKFIRE, ALIXPARTNERS AND KLC RE: DISCOVERY RESPONSES (1.0); CALL WITH A. STROCHAK RE: CREDITORS COMMITTEE DISCOVERY (.4).	6.60	5,841.00	013	20959454
09/15/10	Youngman, Stephen REVIEW TIMETABLE RELATED TO RE-SOLICITATION RE: HUGHES HEIRS (.4); CALL WITH G. HOLTZER RE: SAME (.2); EMAILS WITH A. STROCHAK RE: RE-SOLICITATION (.3).	0.90	760.50	013	21118252
09/15/10	Le, Kathy PARTIAL PARTICIPATION IN CALL WITH P. REID, MILLER BUCKFIRE AND ALIXPARTNERS RE: CREDITORS COMMITTEE DISCOVERY RELATING TO DISCLOSURE STATEMENT (.3); COMMUNICATE WITH P. REID AND A. STROCHAK RE: SAME (.7); DRAFT RESPONSES TO SAME (3.0); REVIEW DOCUMENTS FOR PRODUCTION RE: SAME (1.0).	5.00	2,750.00	013	20982471
09/16/10	Reid, Penny	6.10	5,398.50	013	20959455

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	CALL WITH COUNSEL FOR PERSHING (.5); PREPARE MATERIALS FOR DISCOVERY RESPONSES (5.3); CONFERENCE RE: DISCOVERY RESPONSES (.3).				
09/16/10	Youngman, Stephen REVIEW HUGHES HEIRS RESOLICITATION PLEADINGS.	0.80	676.00	013	21118478
09/16/10	Wine, Jennifer EMAIL EPIQ RE: FILING OF AFFIDAVIT OF SERVICE FOR SOLICITATION PACKAGES (.1); COORDINATE FILING WITH G. MITCHEL (.1).	0.20	110.00	013	20973573
09/16/10	Le, Kathy REVIEW RESPONSES AND OBJECTIONS TO CREDITORS' COMMITTEE DISCOVERY REQUESTS (1.0); DRAFT DEPOSITION NOTICES TO CREDITORS COMMITTEE RE: SAME (2.0); COMMUNICATE WITH P. REID RE: SAME (.5); COMMUNICATE WITH WGM TEAM RE: SAME (.5); REVIEW BROOKFIELD RESPONSES AND OBJECTIONS RE: SAME (.7); REVIEW DOCUMENTS FOR PRODUCTION RE: SAME (4.0).	8.70	4,785.00	013	20983008
09/16/10	Mann, Tracy EMAIL WITH J. WRIGHT RE: RE-SOLICITATION OF HUGHES HEIRS.	0.10	45.50	013	21118482
09/17/10	Reid, Penny GATHER AND REVIEW MATERIALS FOR UNSECURED CREDITORS' COMMITTEE DISCOVERY REQUESTS (7.8); CALL WITH BROOKFIELD COUNSEL (.5); EMAILS RE: DISCOVERY REQUESTS (1.2); CALL FROM A. STROCHAK AND S. YOUNGMAN RE: RESPONSES TO DISCOVERY REQUESTS (.4).	9.90	8,761.50	013	20959806
09/17/10	Youngman, Stephen REVIEW UNSECURED CREDITORS' COMMITTEE DISCOVERY AND OPEN ISSUES (.3); EMAIL A. STROCHAK RE: UNSECURED CREDITORS' COMMITTEE DISCOVERY (.1); CALL WITH P. REID AND A. STROCHAK RE: UNSECURED CREDITORS' COMMITTEE DISCOVERY (.4).	0.80	676.00	013	21118484
09/17/10	Strochak, Adam CALL TO S. YOUNGMAN AND P. REID RE: COMMENTS ON RESPONSES TO CREDITORS COMMITTEE DISCOVERY REQUESTS.	0.40	338.00	013	20901180
09/17/10	Wine, Jennifer EMAIL J. WRIGHT RE: RE-SOLICITATION OF HUGHES HEIRS.	0.10	55.00	013	20973526
09/17/10	Le, Kathy REVIEW AND PREPARE DOCUMENTS FOR PRODUCTION IN RESPONSE TO CREDITORS COMMITTEE DISCOVERY REQUESTS (8.0); COMMUNICATE WITH WGM TEAM RE: SAME (2.0); REVISE DISCOVERY RESPONSES, OBJECTIONS AND DEPOSITION NOTICES (1.0).	11.00	6,050.00	013	20983014
09/17/10	Hassett, Meredith PREPARE DOCUMENTS FOR PRODUCTION AS PER REQUEST OF K. LE.	0.50	80.00	013	20909905
09/18/10	Reid, Penny REVIEW MATERIALS FOR DISCOVERY PRODUCTION.	1.10	973.50	013	20960731
09/19/10	Reid, Penny REVIEW DRAFT LETTER TO UNSECURED CREDITORS' COMMITTEE RE: DISCOVERY.	0.30	265.50	013	20960733
09/19/10	Strochak, Adam REVIEW AND REVISE LETTER TO J. SORKIN RE: DISCOVERY ISSUES.	0.50	422.50	013	20976905

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
09/19/10	Haberman, Noam CORRESPONDENCE AND CALLS WITH W. BERKMAN RE: ASSIGNMENT FOR APPENDIX TO DISCLOSURE STATEMENT AND PLAN SUPPLEMENT.	0.30	136.50	013	20965759
09/20/10	Reid, Penny REVIEW DOCUMENTS FOR PRODUCTION TO UNSECURED CREDITORS' COMMITTEE.	2.90	2,566.50	013	21118793
09/20/10	Lemmer, Elisa MULTIPLE EMAILS AND TELEPHONE CALLS WITH M. CHAFFEE AND C. PULLO RE: SOLICITATION ISSUE (1.1); REVISE VANGUARD LETTER (.2); EMAIL TO C. PULLO RE: SAME (1).	1.40	980.00	013	21120511
09/20/10	Welty, William REVIEW AND REVISE UNDERWRITERS MOTION.	0.80	532.00	013	21120514
09/20/10	Wine, Jennifer EMAIL G. MORGAN RE: SOLICITATION DATE.	0.10	55.00	013	20973134
09/20/10	Le, Kathy REVIEW AND PREPARE DOCUMENTS FOR PRODUCTION TO CREDITORS COMMITTEE (7.0); COMMUNICATE WITH CREDITORS COMMITTEE RE: SAME (.5); COMMUNICATE WITH A. STROCHAK RE: SAME (.5).	8.00	4,400.00	013	20983016
09/21/10	Holtzer, Gary CALL WITH A. STROCHAK, SULLIVAN & CROMWELL AND WILLKIE RE: CREDITORS' COMMITTEE DISCOVERY ISSUES.	0.30	292.50	013	20911998
09/21/10	Reid, Penny GATHER MATERIALS FOR UNSECURED CREDITORS' COMMITTEE PRODUCTION (3.5); CALL RE: UNSECURED CREDITORS' COMMITTEE PRODUCTION (.4); REVIEW DOCUMENTS FOR PRIVILEGE (1.1); REVIEW AND RESPOND TO EMAILS RE: DOCUMENTS FOR PRIVILEGE (.2).	5.20	4,602.00	013	20960747
09/21/10	Wine, Jennifer EMAIL G. MORGAN AND EPIQ BANKRUPTCY SOLUTIONS RE: SOLICITATION QUESTION.	0.10	55.00	013	20973999
09/21/10	Le, Kathy COMMUNICATE WITH M. TABIBIAN RE: CREDITORS COMMITTEE DISCOVERY RELATING TO DISCLOSURE STATEMENT (.2); REVIEW AND PREPARE DOCUMENTS FOR PRODUCTION TO CREDITORS COMMITTEE (10.0); COMMUNICATE WITH WGM TEAM RE: SAME (2.0).	12.20	6,710.00	013	20982472
09/21/10	Hassett, Meredith PREPARE DOCUMENTS FOR PRODUCTION AS PER REQUEST OF K. LE.	2.50	400.00	013	20920296
09/22/10	Reid, Penny REVIEW DOCUMENTS FOR PRODUCTION (2.1); CALL WITH A. STROCHAK, YOUNGMAN AND K. LE RE: DOCUMENTS FOR PRODUCTION (.6); REVIEW LETTER FROM UNSECURED CREDITORS' COMMITTEE (.2); EMAILS TO CLIENT RE: DISCOVERY (.4).	3.30	2,920.50	013	20959440
09/22/10	Youngman, Stephen CALL WITH A. STROCHAK, P. REID AND K. LE RE: UNSECURED CREDITORS' COMMITTEE DISCOVERY.	0.60	507.00	013	21120543
09/22/10	Strochak, Adam	0.60	507.00	013	21120545

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	CALL WITH P. REID, S. YOUNGMAN AND K. LE RE: CREDITORS COMMITTEE DISCOVERY REQUESTS.				
09/22/10	Lemmer, Elisa	0.40	280.00	013	21121963
	EMAILS AND CALLS WITH M. CHAFFEE AND C. PULLO RE: BALLOT ISSUES.				
09/22/10	Wine, Jennifer	0.40	220.00	013	20974010
	EMAIL M. THOMA-CULVER RE: HUGHES HEIRS RE-SOLICITATION (.2); EMAIL J. WRIGHT RE: SAME (.1); EMAIL J. MORROWS (KURTZMAN CARSON) RE: PUBLICATION OF NOTICE OF CONFIRMATION HEARING (.1).				
09/22/10	Le, Kathy	10.70	5,885.00	013	20982473
	CALL WITH A. STROCHAK, P. REID, AND S. YOUNGMAN RE: CREDITORS COMMITTEE DISCOVERY RE: DISCLOSURE STATEMENT (.6); REVIEW AND PREPARE DOCUMENTS FOR PRODUCTION TO CREDITORS COMMITTEE (10.1).				
09/22/10	Cahn, Blaire	0.90	463.50	013	20948254
	REVIEW MATERIALS RE: ASSET SALE AND STOCK ISSUANCE DISCLOSURE.				
09/22/10	Hassett, Meredith	2.70	432.00	013	20920368
	PREPARE DOCUMENTS FOR PRODUCTION AS PER REQUEST OF K. LE.				
09/23/10	Strochak, Adam	1.00	845.00	013	21121977
	CALL WITH J. KORN RE: CREDITORS COMMITTEE DISCOVERY (.4); MEET WITH P. REID AND K. LE RE: SAME (.6).				
09/23/10	Wine, Jennifer	0.30	165.00	013	20975285
	EMAIL J. WRIGHT RE: RESOLICITATION OF HUGHES HEIRS (.1); REVIEW ADDRESSES FOR SOLICITATION (.1); EMAIL EPIQ RE: SAME (.1).				
09/23/10	Le, Kathy	11.00	6,050.00	013	20983017
	REVIEW ISSUES RE: CREDITORS COMMITTEE DISCOVERY REQUESTS (1.4); CALL WITH E. ABRAMS AND R. CILENTO RE: SAME (1.0); REVIEW AND PREPARE DOCUMENTS FOR PRODUCTION TO CREDITORS COMMITTEE (8.0); MEET WITH P. REID AND A. STROCHAK RE: UNSECURED CREDITORS' COMMITTEE (.6).				
09/23/10	Potter, Lougran	1.30	260.00	013	20958556
	REVIEW AND ASSEMBLE DISCLOSURE STATEMENT AT REQUEST OF J. WRIGHT.				
09/23/10	Hassett, Meredith	4.40	704.00	013	20920399
	PREPARE DOCUMENTS FOR PRODUCTION AS PER REQUEST OF K. LE.				
09/24/10	Reid, Penny	4.00	3,540.00	013	20959433
	PARTICIPATE IN MEET AND CONFER WITH UNSECURED CREDITORS' COMMITTEE (.7); REVIEW POTENTIALLY RESPONSIVE DOCUMENTS FOR PRODUCTION (2.4); REVIEW AND REVISE EMAILS RE: RESPONSIVE DOCUMENTS FOR PRODUCTION (.4); REVIEW AND REVISE DRAFT LETTER (.5).				
09/24/10	Wine, Jennifer	0.30	165.00	013	20977508
	EMAILS WITH EPIQ RE: PERIODIC TABULATION REPORTS (.2); EMAIL G. HOLTZER, A. STROCHAK, S. MAYER AND S. YOUNGMAN RE: VOTING AND ELECTIONS (.1).				
09/24/10	Le, Kathy	0.50	275.00	013	20982515
	PARTICIPATE IN MEET-AND-CONFER WITH J. SORKIN, J. SAVIN, A. QURESHI, AND E. EGLESON RE: DISCOVERY RELATING TO DISCLOSURE STATEMENT.				

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
09/24/10	Hassett, Meredith PREPARE DOCUMENTS FOR PRODUCTION AT PER REQUEST OF K. LE.	1.40	224.00	013	20920318
09/27/10	Holtzer, Gary REVIEW DISCLOSURE STATEMENT HEARING TRANSCRIPT.	0.50	487.50	013	21122125
09/27/10	Reid, Penny REVIEW AND RESPOND TO EMAILS RE: UNSECURED CREDITORS' COMMITTEE DISCOVERY (.4); REVIEW DOCUMENTS FOR PRODUCTION (.9).	1.30	1,150.50	013	21122129
09/27/10	Strochak, Adam REVIEW AND ANALYZE CREDITORS COMMITTEE DISCOVERY AND PROPOSAL FOR DOCUMENT PRODUCTION (.7); CALLS AND EMAILS TO AND FROM S. NELSON AND J. SORKIN RE: SAME (1.2).	1.90	1,605.50	013	21123280
09/28/10	Mendelowitz, Adam REVIEW AND PROVIDE COMMENTS TO DISCLOSURE STATEMENT.	1.60	728.00	013	21123318
09/28/10	Hassett, Meredith COMPILE AND REVIEW DOCUMENTS FOR PRODUCTION AS PER REQUEST OF K. LE.	1.50	240.00	013	20932463
09/29/10	Wine, Jennifer EMAIL B. CAHN RE: SOLICITATION AND ELECTION PACKAGES (.3); REVIEW DISCLOSURE STATEMENT ORDER RE: SAME (.1); EMAILS WITH J. DALOIA RE: SOLICITATION AND ELECTION PACKAGES (.2); EMAIL J. WRIGHT AND J. DALOIA RE: RESOLICITATION PACKAGES (.1).	0.70	385.00	013	20981594
SUBTOTAL TASK CODE 013 - DISCLOSURE STATEMENT/SOLICITATION/VOTING:		187.40	\$ 124,141.00		
08/02/10	Margolis, Steven REVIEW ISSUES RE: EQUITY GRANTS AND EXISTING OPTIONS.	0.60	432.00	015	21076072
08/11/10	Margolis, Steven REVIEW NEW DRAFTS OF PLAN OF REORGANIZATION, DISCLOSURE STATEMENT AND RELATED DOCUMENTATION (.8); CONFER WITH A. MENDELOWITZ RE: EMPLOYEE ISSUES AND W-2 (.2).	1.00	720.00	015	21079610
08/12/10	Margolis, Steven CONFERENCES AND CORRESPONDENCE WITH A. MENDELOWITZ AND J. MENALDINO RE: EMPLOYEE ISSUES AND COMMENTS TO SPINCO FORM 10 (.5); CONFER WITH K. CALABRESE AND A. MENDELOWITZ RE: SPINCO DOCUMENTS AND EMPLOYEE MATTERS AGREEMENT AND EMPLOYEE LEASE AGREEMENT AND PREPARE FOR SAME (.7).	1.20	864.00	015	21084037
08/18/10	Margolis, Steven REVIEW ISSUES WITH A. MENDELOWITZ ON CERTAIN EMPLOYMENT AGREEMENTS, COMMENTS FROM OPPOSING COUNSEL AND REVIEW SAME.	0.60	432.00	015	21074759
08/19/10	Margolis, Steven REVIEW DOCUMENTS AND CORRESPONDENCE RE: EMPLOYMENT AGREEMENTS, EQUITY AWARD TERM SHEETS, AND RELATED ISSUES AND CORRESPONDENCE WITH A. MENDELOWITZ ON SAME.	0.90	648.00	015	21086902
08/20/10	Margolis, Steven REVIEW NEW DRAFTS OF CERTAIN EMPLOYMENT AGREEMENTS.	0.70	504.00	015	21085355

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
FOLLOW UP AND FINALIZE PRICEWATERHOUSECOOPERS RETENTION ORDER.					
09/29/10	Wright, Miles REVIEW AND FILE CUSHMAN & WAKEFIELD FEE APPLICATION.	0.50	315.00	031	20965297
09/29/10	Capone, Gregory DRAFT KPMG SUPPLEMENTAL RETENTION APPLICATION.	3.00	1,185.00	031	20965668
09/29/10	Amponsah, Duke PREPARE AND FILE PRICEWATERHOUSECOOPERS MONTHLY FEE APPLICATION AND THE NOTICE OF FILING.	0.80	160.00	031	20937978
09/30/10	Capone, Gregory DRAFT KPMG SUPPLEMENTAL RETENTION APPLICATION.	1.30	513.50	031	20966862
SUBTOTAL TASK CODE 031 - RETENTION/FEE APPLICATION: OTHER PROFESSIONALS:		22.80	\$ 10,366.00		
09/01/10	Friedman, Julie REVIEW THE JULY BILLING STATEMENT IN PREPARATION OF THE NEXT INTERIM FEE APPLICATION. (2.1); REVIEW ISSUES RE: DISBURSEMENTS IN PREPARATION OF NEXT INTERIM FEE APPLICATION (.3).	2.40	1,200.00	032	20873846
09/01/10	Morgan, Gabriel REVIEW WGM BILLING SUMMARY REPORT IN PREPARATION OF NEXT INTERIM FEE APPLICATION.	1.30	591.50	032	20920080
09/01/10	Olvera, Rene A REVIEW JULY 2010 TIME DETAIL FOR COMPLIANCE TO U.S. TRUSTEE GUIDELINES AND PREPARE EMAIL TO J. FRIEDMAN RE: SAME.	0.60	120.00	032	20895145
09/02/10	Friedman, Julie REVIEW JULY BILLING STATEMENT IN PREPARATION OF THE NEXT INTERIM FEE APPLICATION.	2.00	1,000.00	032	20873847
09/02/10	Morgan, Gabriel REVIEW WGM BILLING SUMMARY REPORT IN PREPARATION OF NEXT INTERIM FEE APPLICATION.	2.80	1,274.00	032	20920218
09/04/10	Friedman, Julie REVIEW JULY BILLING STATEMENT IN PREPARATION OF THE NEXT INTERIM FEE APPLICATION (1.7); REVIEW JULY DISBURSMENTS IN PREPARATION OF THE NEXT INTERIM FEE APPLICATION (1.3).	3.00	1,500.00	032	20873851
09/06/10	Friedman, Julie REVIEW JULY BILLING STATEMENT IN PREPARATION OF THE NEXT INTERIM FEE APPLICATION.	3.50	1,750.00	032	20873852
09/07/10	Youngman, Stephen CALL WITH J. FRIEDMAN RE: FEE APPLICATION ISSUES.	0.10	84.50	032	20895078
09/07/10	Friedman, Julie REVIEW JULY DISBURSEMENTS IN PREPARATION OF NEXT INTERIM FEE APPLICATION (.6); CALL WITH S. YOUNGMAN RE: SAME (.1).	0.70	350.00	032	20879749
09/07/10	Cahn, Blaire REVIEW MATERIALS RELATED TO UPDATED CONFLICTS.	1.00	515.00	032	20877253

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
09/07/10	Morgan, Gabriel REVIEW WGM BILLING SUMMARY REPORT IN PREPARATION OF NEXT INTERIM FEE APPLICATION.	3.20	1,456.00	032	20928203
09/07/10	Mitchel, Gayle REVIEW AND RESPOND TO EMAIL FROM B. GRANT RE: AUGUST BILLING SUMMARY REPORT (.1); REVIEW AND DISTRIBUTE PORTION OF BILLING SUMMARY REPORT FOR EDITING (.4); REVIEW AUGUST 2010 BILLING SUMMARY REPORT FOR COMPLIANCE TO U.S. TRUSTEE GUIDELINES (4.0).	4.50	1,170.00	032	20903212
09/07/10	Jalomo, Chris REVIEW AUGUST 2010 BILLING SUMMARY REPORT FOR COMPLIANCE TO U.S. TRUSTEE GUIDELINES.	3.50	560.00	032	20932472
09/08/10	Morgan, Gabriel REVIEW WGM BILLING SUMMARY REPORT IN PREPARATION OF NEXT INTERIM FEE APPLICATION.	3.30	1,501.50	032	20928324
09/08/10	Mitchel, Gayle REVIEW AUGUST 2010 BILLING SUMMARY REPORT FOR COMPLIANCE TO U.S. TRUSTEE GUIDELINES.	1.80	468.00	032	20902949
09/08/10	Jalomo, Chris REVIEW AUGUST 2010 BILLING SUMMARY REPORT FOR COMPLIANCE TO U.S. TRUSTEE GUIDELINES.	3.20	512.00	032	20932478
09/09/10	Mitchel, Gayle REVIEW AUGUST 2010 BILLING SUMMARY REPORT FOR COMPLIANCE TO U.S. TRUSTEE GUIDELINES.	8.00	2,080.00	032	20903099
09/09/10	Jalomo, Chris REVIEW AUGUST 2010 BILLING SUMMARY REPORT FOR COMPLIANCE TO U.S. TRUSTEE GUIDELINES.	2.90	464.00	032	20932446
09/10/10	Friedman, Julie CALL WITH G. MORGAN RE: BILLING ISSUES (.2); REVIEW AND RESPOND TO EMAIL RE: BILLING ISSUES (.1).	0.30	150.00	032	20917601
09/10/10	Morgan, Gabriel REVIEW WGM BILLING SUMMARY REPORT IN PREPARATION OF NEXT INTERIM FEE APPLICATION (.1); CALL WITH J. FRIEDMAN RE: BILLING ISSUES (.2).	0.30	136.50	032	20928186
09/10/10	Mitchel, Gayle REVIEW AUGUST 2010 BILLING SUMMARY REPORT FOR COMPLIANCE TO U.S. TRUSTEE GUIDELINES.	2.50	650.00	032	20903018
09/10/10	Jalomo, Chris REVIEW AUGUST 2010 BILLING SUMMARY REPORT FOR COMPLIANCE TO U.S. TRUSTEE GUIDELINES.	4.00	640.00	032	20932450
09/10/10	Olvera, Rene A REVIEW AUGUST 2010 BILLING SUMMARY REPORT FOR COMPLIANCE TO U.S. TRUSTEE GUIDELINES.	3.00	600.00	032	20932316
09/13/10	Youngman, Stephen REVIEW JULY BILLING STATEMENTS AND APPLICATION.	2.70	2,281.50	032	20926275
09/13/10	Friedman, Julie REVIEW JULY BILLING STATEMENT IN PREPARATION OF NEXT INTERIM FEE APPLICATION.	3.10	1,550.00	032	20917604
09/13/10	Morgan, Gabriel	0.10	45.50	032	20928273

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
EXCHANGE EMAILS WITH F. FRANCONI RE: MECHANICS' LIEN ISSUES (.1); REVIEW LIEN RELEASES AND UPDATE SPREADSHEET (.5); EMAIL D. BROWN RE: SAME (.1).					
SUBTOTAL TASK CODE 043 - MECHANICS' LIENS:		43.50	\$ 22,146.50		
09/01/10	Lender, David	2.00	1,730.00	046	20894440
REVIEW TAX DOCUMENT PRODUCTION (.5); ANALYZE SYNTHETIC MEMORANDUM (.4); REVIEW CASE THEMES (.2); REVIEW PRIVILEGE MOTION AND PREPARE FOR HEARING (.5); REVIEW BUCKSBAUM MOTION (.4).					
09/01/10	Frongillo, Thomas	0.30	253.50	046	20891365
REVIEW DRAFT ORDER FOR DISCOVERY EXTENSION (.1); REVIEW EMAILS FROM DEFENSE TEAM RE: DISCOVERY SCHEDULE (.2).					
09/01/10	Bonk, Jason	2.80	1,666.00	046	20982252
REVIEW DOCUMENTS PRODUCED BY SIMON AND WESTFIELD (2.5); CALL WITH P. CHUNG (.3).					
09/01/10	Rosensteel, Kimberly	2.40	1,092.00	046	20875723
REVIEW DOCUMENTS FROM WESTFIELD RE: RELEVANT INFORMATION WITH RESPECT TO GGP/ROUSE DOING FUNDS FROM OPERATIONS CALCULATIONS.					
09/02/10	Lender, David	6.30	5,449.50	046	20894438
PREPARE FOR AND ATTEND JOINT DEFENSE MEETING.					
09/02/10	Frongillo, Thomas	2.80	2,366.00	046	20875767
PARTICIPATE IN JOINT DEFENSE CALL (2.7); REVIEW EMAILS RE: T. HAISET (.1).					
09/02/10	Bonk, Jason	1.90	1,130.50	046	20982383
REVIEW DOCUMENT PRODUCED BY SIMON AND WESTFIELD (.5), ATTEND ISSUES RELATED TO OCTOBER 2009 NOTICE OF EVIDENCE DEPOSITION (.6) ATTEND ISSUES RELATED TO RECENT PRODUCTION DISCS RECEIVED FROM WESTFIELD (.8).					
09/02/10	Rosensteel, Kimberly	2.30	1,046.50	046	20875637
REVIEW THIRD-PARTY PRODUCTION TO SEE IF ANYTHING RELEVANT WITH RESPECT TO ROUSE.					
09/03/10	Lender, David	1.20	1,038.00	046	20894699
ANALYZE MOTIONS AND MEET WITH J. BONK RE: SAME (.5); CALL WITH R. FEIT RE: JOINT DEFENSE MEETING (.7).					
09/03/10	Bonk, Jason	1.40	833.00	046	20982551
WORK ON COMPILING BUCKSBAUM INFORMATION FOR A. SALPETER (.6); WORK ON RESPONSES TO AMENDED 206(A)(1) DEPOSITION NOTICES (.8).					
09/03/10	Freifeld, Michelle	0.90	220.50	046	20873048
FACILITATE LOADING OF THIRD PARTY PRODUCTION DOCUMENTS (.2); DOWNLOAD COPLEY PLACE DOCUMENTS (.2); PULL TAX-RELATED DOCUMENTS FOR J. BONK (.3); UPDATE RECORD FILE (.2).					
09/06/10	Bonk, Jason	0.40	238.00	046	20982550
REVIEW RECENTLY AMENDED 206(A)(1) NOTICES AND EMAILS WITH K. ROSENSTEEL AND T. FRONGILLO RE: SAME.					
09/07/10	Lender, David	2.50	2,162.50	046	20894591

Hearing Date and Time: October 23, 2012 at 10:00 a.m. (prevailing Eastern time)
Objection Deadline: October 16, 2012 at 4:00 p.m. (prevailing Eastern time)

Matthew S. Barr
Karen Gartenberg
Melanie A. McLaughlin
MILBANK, TWEED, HADLEY & M^CCLOY LLP
One Chase Manhattan Plaza
New York, NY 10005-1413
(212) 530-5000

Counsel to Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
LIGHTSQUARED INC., <i>et al.</i> ,)	Case No. 12-12080 (SCC)
)	
Debtors. ¹)	Jointly Administered
)	

**FIRST APPLICATION OF MILBANK, TWEED, HADLEY & M^CCLOY LLP,
COUNSEL TO DEBTORS AND DEBTORS IN POSSESSION, FOR INTERIM
APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES DURING PERIOD
FROM MAY 14, 2012 THROUGH AND INCLUDING AUGUST 31, 2012**

Name of applicant: Milbank, Tweed, Hadley & M^CCloy LLP

Authorized to provide
professional services to: Debtors and Debtors in Possession

¹ The debtors in these Chapter 11 Cases (as defined below), along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629), and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 10802 Parkridge Boulevard, Reston, VA 20191.

**FIRST INTERIM FEE APPLICATION OF MILBANK, TWEED, HADLEY & McCLOY LLP
AS COUNSEL TO DEBTORS AND DEBTORS IN POSESSION
(MAY 14, 2012 – AUGUST 31, 2012)**

Name	Position; Experience	Hourly Rate	Total Hours	Total Compensation
Matthew S. Barr	Financial Restructuring Partner at Milbank for 8 years; admitted in 1997.	\$1,100 \$550*	537.30 11.30	\$591,030.00 \$6,215.00
James H. Ball, Jr.	Global Securities Partner at Milbank for 11 years; admitted in 1993.	\$1,100	384.00	\$422,400.00
David S. Cohen	Litigation Partner for 10 years; admitted in 1994.	\$1,125 \$562.5*	83.20 9.10	\$93,600.00 \$5,118.75
Alan J. Stone	Litigation Partner at Milbank for 5 years; admitted in 1988.	\$1,100	76.70	\$84,370.00
Paul J. Wessel	Tax Partner at Milbank for 5 years; admitted in 1988.	\$1,075	59.90	\$64,392.50
Russell J. Kestenbaum	Tax Partner at Milbank for 5 years; admitted in 1997.	\$950	45.20	\$42,940.00
Elihu F. Robertson	Global Transportation and Space Finance Partner at Milbank for 23 years; admitted in 1980.	\$1,125	38.50	\$43,312.50
Roland Hlawaty	Global Corporate Partner at Milbank for 14 years; admitted in 1991.	\$1,125	38.10	\$42,862.50
Paul S. Aronzon	Financial Restructuring Partner for 22 years; admitted in 1979.	\$1,140	11.00	\$12,540.00
Karen Gartenberg	Financial Restructuring Associate for 7 years; admitted in 2006.	\$720 \$360*	592.50 9.20	\$426,600.00 \$3,312.00
Nicole J. Lee	Financial Restructuring Associate for 2 years; admitted in 2011.	\$570 285*	526.40 .60	\$300,048.00 \$171.00
Diane R. Young	Financial Restructuring Associate for 4 years; admitted in 2008.	\$650	404.50	\$262,925.00
Melanie A. McLaughlin	Financial Restructuring Associate at Milbank for 2 years; admitted in 2008.	\$675	304.20	\$205,335.00

* Milbank bills travel time at 50% of its normal rates.

Name	Position; Experience	Hourly Rate	Total Hours	Total Compensation
Steven Z. Szanzer	Financial Restructuring Associate at Milbank for 3 years; admitted in 2002.	\$750 \$375*	256.70 5.50	\$192,525.00 \$2,062.50
Matthew Kanter	Financial Restructuring Associate for 5 years; admitted in 2010.	\$625	251.80	\$157,375.00
Aluyah I. Imoisili	Litigation Associate for 6 years; admitted in 2006.	\$695 347.5*	191.90 6.50	\$133,370.50 \$2,258.75
Trevor K. Truman	Global Securities Associate at Milbank for 6 years; admitted in 2007.	\$695	140.70	\$97,786.50
Andrew C. Tsang	Financial Restructuring Associate at Milbank for 1 year; admitted in 2012.	\$470	134.70	\$63,309.00
Drew Batkin	Tax Associate at Milbank for 10 years; admitted in 2003.	\$750	70.40	\$52,800.00
Nicole Leyton Rosser	Tax Associate for 5 years; admitted in 2008.	\$675	49.90	\$33,682.50
Evan Bieber	Global Transportation & Space Finance Associate at Milbank for 2 years; admitted in 2011.	\$570	42.20	\$24,054.00
Aaron Stine	Global Corporate Associate at Milbank for 2 years; admitted in 2011.	\$570	41.30	\$23,541.00
George A. Esposito Jr.	Global Corporate Associate at Milbank for 4 years; admitted in 2009.	\$650	40.80	\$26,520.00
James V. Pascale	Global Transportation & Space Finance Associate at Milbank for 10 years; admitted in 2003.	\$750	32.40	\$24,300.00
Aaron L. Renenger	Litigation Associate at Milbank for 10 years; admitted in 2003.	\$750	22.10	\$16,575.00
Lysondra Ludwig	Tax Associate at Milbank for 1 year; admitted in 2012.	\$470	7.30	\$3,431.00
William J. McNamara	Litigation Associate at Milbank for 5 years; admitted in 2008.	\$675	3.20	\$2,160.00
Rachel Pojunas	Litigation Associate at Milbank for 4 years; admitted in 2009.	\$650	4.00	\$2,600.00
Randy Clark	Tax Associate at Milbank for 3 years; admitted in 2010.	\$625	2.50	\$1,562.50

Name	Position; Experience	Hourly Rate	Total Hours	Total Compensation
Mindy Allen	Global Securities Associate at Milbank for 2 years; admitted in 2008.	\$570	2.10	\$1,197.00
Charmaine Thomas	Legal Assistant	\$210	81.10	\$17,031.00
Jacqueline Brewster	Legal Assistant	\$195	59.60	\$11,622.00
John Peter Kaytrosh	Legal Assistant	\$165	12.30	\$2,029.50
Rohan Khazi	Legal Assistant	\$165	7.30	\$1,204.50
Greg Holland	Legal Assistant	\$235	5.90	\$1,386.50
Dennis Vergara	Legal Assistant	\$130	4.30	\$559.00
Wendy Sobel Barr	Legal Assistant	\$180	3.50	\$630.00
Rodrigo Valle	Legal Assistant	\$210	3.00	\$630.00
Alexander Sacklowski	Litigation Support Specialist	\$285	26.00	\$7,410.00
James J. McGuire	Litigation Support Specialist	\$295	8.40	\$2,478.00
Theartis Everett	Litigation Support Specialist	\$265	6.50	\$1,722.50
Maria Smilen	File Clerk	\$130	2.40	\$312.00
Total		\$754.68 (blended rate)²	4,658.00 hours	\$3,515,297.50

² The blended rate excluding paraprofessionals is \$781.55 per hour.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

Ending July 31, 2012

41303.00300 LIGHTSQUARED/AUTOMATIC STAY ENFORCEMENT/LITIGATION

Date	Description	Code	Hours	Name
15576589 7/20/2012	Meeting with client re: document production (0.3); revise objections to informal discovery requests (0.6); second-level review document production for responsiveness and privilege (1.7).	LP	2.60	Imoisili, Aluyah I.
15578057 7/20/2012	Prepare electronic documents for attorney review (1.0); conf. w/ B. Seegopaul re: same (.2); collect client documents (.3); coordinate to process same; import same into review database and run requested search terms (.2); create production documents (.3); upload same to FTP site (.3); emails w/ case team re same (.2).	LP	2.50	Sacklowski, Alexander
15578059 7/20/2012	Process electronic files internally to enable searchability and maintain metadata (1.0); assemble and organize documents to enable attorney review (.5).	LP	1.50	Everett, Theartis
15593280 7/23/2012	Prepare electronic documents for attorney review (.5); enable client to access FTP site to download requested documents (1.2); emails w/ case team re same (.3).	LP	2.00	Sacklowski, Alexander
15591505 7/24/2012	Meetings with client re: document collection and production issues.	LP	0.70	Imoisili, Aluyah I.
15599717 7/25/2012	E-mails w/ A. Imoisili re: discovery (.3); email re: litigation strategy (.1).	LP	0.40	Stone, Alan J.
15591506 7/25/2012	Draft document production letter.	LP	0.30	Imoisili, Aluyah I.
15594666 7/26/2012	Conf. w/ J. Ball re: DIP budget compliance review and anlysis.	LP	0.70	Truman, Trevor K.
15591507 7/26/2012	Meeting with client re: document production issues (0.4); internal team correspondence re: same (0.2).	LP	0.60	Imoisili, Aluyah I.

James H.M. Sprayregen, P.C.
 Paul M. Basta
 Ray C. Schrock
 KIRKLAND & ELLIS LLP
 601 Lexington Avenue
 New York, New York 10022
 Telephone: (212) 446-4800
 Facsimile: (212) 446-4900

- and -

James J. Mazza, Jr.
 KIRKLAND & ELLIS LLP
 300 North LaSalle
 Chicago, Illinois 60654
 Telephone (312) 862-2000
 Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
THE GREAT ATLANTIC & PACIFIC TEA)	Case No. 10-24549 (RDD)
COMPANY, INC., <i>et al.</i>)	
)	
Debtors.)	Jointly Administered
)	

**SUMMARY OF THE FIRST INTERIM APPLICATION
 OF KIRKLAND & ELLIS LLP, AS ATTORNEYS FOR THE
 DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE
 AND PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES
 RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY
 EXPENSES INCURRED FROM DECEMBER 12, 2010 THROUGH FEBRUARY 28, 2011**

Summary of Total Fees and Hours by Attorneys and Paraprofessionals

Attorney	Position and Year Admitted		Department	Rate ¹	Hours	Total
Matthew J Antinossi	Partner	1999	Employee Benefits	670/715	135.30	\$94,867.50
Paul Basta	Partner	1992	Restructuring	995.00	193.20	\$189,330.00
Richard M Cieri	Partner	1981	Restructuring	995.00	0.30	\$298.50
Andrew M Genser	Partner	1995	Litigation	735/775	89.80	\$69,483.00
Christopher J Hoffman	Partner	2005	Real Estate	660/685	55.30	\$37,180.50
Vicki V Hood	Partner	1977	Employee Benefits	920/970	79.50	\$75,685.00
Leonard Klingbaum	Partner	2000	Corporate	725/775	116.30	\$86,942.50
Brian R Land	Partner	1989	Environment-Transactional	875.00	0.70	\$612.50
Micah E Marcus	Partner	1999	Litigation	580/620	54.20	\$32,364.00
Daryll Marshall	Partner	1999	Corporate	675.00	17.30	\$11,677.50
Todd F Maynes, P.C.	Partner	1988	Taxation	995.00	38.10	\$37,909.50
James J Mazza	Partner	2003	Restructuring	690/765	601.50	\$449,932.50
Alexandra Mihalas	Partner	1991	Employee Benefits	910.00	0.60	\$546.00
Jennifer M Morgan	Partner	1996	Real Estate	755/795	18.70	\$14,634.50
Linda K Myers, P.C.	Partner	1990	Corporate	935.00	2.00	\$1,870.00
Christian O Nagler	Partner	1997	Corporate	765/805	9.50	\$7,287.50
Alyssa A Qualls	Partner	1999	Litigation	645/680	13.50	\$9,162.50
Edward H Sadtler	Partner	2000	IP - Transactional	715.00	3.10	\$2,216.50
Ray C Schrock	Partner	1998	Restructuring	785/895	724.90	\$630,789.50
Joseph Serino, Jr.	Partner	1988	Litigation	845/890	44.90	\$39,349.00
Michael B Slade	Partner	1999	Litigation	695/745	290.30	\$212,823.50
Coree C Smith	Partner	2001	Real Estate	610/680	100.30	\$65,418.00
James H M Sprayregen, P.C.	Partner	1985	Restructuring	995.00	135.10	\$134,424.50
R Timothy Stephenson	Partner	1990	Labor	845/895	74.90	\$66,395.50
Jeffrey Symons	Partner	1999	Corporate	725/775	27.30	\$20,372.50
John S Irving, Jr.	Of Counsel	1965	Labor	845/895	159.30	\$141,893.50
Robert H Scheibe	Of Counsel	1971	Corporate	995.00	44.80	\$44,576.00
Janet S Siegel	Of Counsel	1987	Restructuring	545.00	1.30	\$708.50
Andrew Baroody	Associate	Pending	Corporate	410.00	3.50	\$1,435.00
Rachel Sue K Bates	Associate	2007	Real Estate	455/485	36.20	\$17,260.00
Kevin Bohl	Associate	2006	Real Estate	545/605	83.30	\$48,536.50
Edith M Bowman	Associate	2009	Corporate	405/430	28.70	\$11,776.00
Erin Broderick	Associate	2008	Restructuring	505/540	419.50	\$223,884.00
Ashley Cox	Associate	2007	Real Estate	495/540	50.00	\$26,280.00
David Curfman	Associate	2009	Real Estate	340/405	43.30	\$15,228.00
Jennifer L Curfman	Associate	2009	Real Estate	405.00	76.00	\$31,855.00
Ryan P Dahl	Associate	2007	Restructuring	550/590	516.20	\$297,986.00

¹ Rate changes effected January 1, 2011 are noted.

Attorney	Position and Year Admitted		Department	Rate ¹	Hours	Total
Elizabeth F Daly	Associate	2008	IP - Transactional	550/590	8.60	\$4,762.00
Thad Davis	Associate	2005	Taxation	620/660	10.20	\$6,688.00
Eliza T Davis	Associate	Pending	Restructuring	410.00	119.20	\$48,872.00
Shawn Dixon	Associate	Pending	Restructuring	385/410	308.60	\$122,573.50
Maxwell J Eckstein	Associate	Pending	Restructuring	385/410	145.70	\$58,377.00
Adam Fotiades	Associate	2008	Litigation	545/575	122.20	\$69,506.00
Richard M Goldman	Associate	2008	Restructuring	590/640	0.30	\$177.00
Adam Goldstein	Associate	2006	Restructuring	600/640	180.80	\$114,872.00
Douglas Gould	Associate	2009	Restructuring	505/540	695.70	\$370,890.00
Edward B Holzwanger	Associate	2001	Labor	580/635	34.30	\$21,450.50
Ye (Cecilia) Hong	Associate	2007	Corporate	600/640	152.50	\$93,128.00
Benjamin Householder	Associate	2007	Real Estate	455/485	62.30	\$29,774.50
Rebecca J Keyworth	Associate	2009	Corporate	405.00	2.70	\$1,093.50
Nate Kritzer	Associate	2009	Litigation	445/470	106.00	\$48,692.50
Christopher H Langbein	Associate	2009	Restructuring	505/540	27.90	\$14,460.50
Matthew Langley	Associate	2010	Litigation	500/535	90.00	\$48,031.00
Anh B Lee	Associate	2005	Corporate	570.00	1.00	\$570.00
David J Lee	Associate	Pending	IP - Transactional	385.00	0.50	\$192.50
Joshua R McLane	Associate	2009	Taxation	415/440	41.30	\$17,629.50
Ahmad S Nofal	Associate	2010	Real Estate	340/360	71.10	\$25,020.00
Dvir Oren	Associate	2006	Corporate	550/590	49.60	\$28,476.00
Noah Ornstein	Associate	2005	Restructuring	550/590	2.50	\$1,455.00
Joseph Pack	Associate	2010	Restructuring	445/475	171.10	\$79,724.50
Samara L Penn	Associate	Pending	Litigation	380/395	19.90	\$7,752.50
Kate Rawsthorne	Associate	2006	Real Estate	495/540	43.00	\$22,621.50
Taryn L Reynolds	Associate	2005	Real Estate	590.00	24.00	\$14,160.00
Erin A Romine	Associate	2010	Real Estate	340/360	74.20	\$26,100.00
Katie B Schreiber	Associate	2005	Labor	540.00	88.30	\$47,682.00
Jessica H Schultz	Associate	2009	Real Estate	405/430	69.20	\$29,031.00
Dana Skolnick	Associate	Pending	Corporate	385/410	151.60	\$60,438.50
Jennifer Sheehan	Associate	2009	Real Estate	505/540	45.70	\$24,275.50
John V Shivickas	Associate	2006	Real Estate	545/585	83.00	\$47,415.00
Natalia Sokolova	Associate	2006	Corporate	545.00	2.20	\$1,199.00
Alec Solotorovsky	Associate	2008	Litigation	455/485	104.00	\$49,783.00
Rebecca Spigelman	Associate	2009	Real Estate	505/540	193.00	\$102,683.50
Julie F Stewart	Associate	2010	Litigation	340/360	57.60	\$20,112.00
Nikki Thomas	Associate	2009	Restructuring	505/540	204.60	\$108,013.00
LeighAnne Thompson	Associate	2010	Employee Benefits	360.00	40.00	\$14,400.00
Kenton Walker	Associate	2007	Real Estate	495/540	46.50	\$24,214.50
Dana Yankowitz	Associate	2007	Restructuring	550/590	350.60	\$202,450.00
Clement Yee	Associate	2009	Restructuring	540.00	14.60	\$7,884.00
David Zubkis	Associate	2009	Restructuring	505/540	550.50	\$290,840.50
Totals for Attorneys					8,855.30	\$5,460,462.00

Paraprofessional	Position	Department	Rate ²	Hours	Total
Shaun Booth	Case Assistant	Restructuring	180/195	303.20	\$58,176.00
Andrew Brniak	Case Assistant	Restructuring	155.00	0.50	\$77.50
Ashley D Brown	Case Assistant	Restructuring	110.00	3.50	\$385.00
Shavone Green	Case Assistant	Restructuring	140.00	6.70	\$938.00
Zachary Kaye	Case Assistant	Corporate	135.00	12.00	\$1,620.00
Michael Robinson	Case Assistant	Restructuring	180/195	15.20	\$2,808.00
Sofia Sheth	Case Assistant	Restructuring	180/195	49.30	\$9,511.50
Joel M Wolfram	Case Assistant	Corporate	180/195	4.30	\$801.00
Ellen J Kratofil	Conflicts	Admin Services	250.00	0.90	\$225.00
April B Abrams	Legal Assistant	Real Estate	285.00	0.50	\$142.50
Jordannah Bangi	Legal Assistant	Corporate	205.00	4.80	\$984.00
Paul Fraumann	Legal Assistant	Restructuring	215/230	30.00	\$6,645.00
Beth Friedman	Legal Assistant	Restructuring	285/305	98.50	\$29,198.50
Jacob Goldfinger	Legal Assistant	Restructuring	270/290	98.60	\$28,164.00
Adam J Gorman	Legal Assistant	Restructuring	260.00	5.90	\$1,534.00
Brian D Krieter	Legal Assistant	Real Estate	280/300	64.60	\$19,146.00
Jocelyn C Kuo	Legal Assistant	Restructuring	245/260	9.20	\$2,272.00
David Liebowitz	Legal Assistant	Real Estate	260.00	13.80	\$3,588.00
Anna McDermott	Legal Assistant	Restructuring	245/260	251.90	\$64,661.50
Martin O'Brien	Legal Assistant	Corporate	245/260	84.10	\$20,949.50
Robert Orren	Legal Assistant	Restructuring	215/230	9.80	\$2,179.00
Amanda Owens	Legal Assistant	Real Estate	235/250	49.80	\$12,198.00
Laurie L Ruxton	Legal Assistant	Real Estate	270/290	93.20	\$26,478.00
Hayley M Smith	Legal Assistant	IP - Transactional	285.00	5.00	\$1,425.00
Christine Soriano	Legal Assistant	Real Estate	285/305	191.90	\$57,239.50
Carrie Sroka	Legal Assistant	Restructuring	230.00	1.10	\$253.00
Gary M Vogt	Legal Assistant	Litigation	280/300	26.10	\$7,532.00
Kenneth J Gazda	Litigation Support	Litigation	235/245	3.00	\$725.00
Jonathan Rousseau	Litigation Support	Litigation	235/245	7.50	\$1,787.50
Amanda DiGeorge	Litigation Support	Litigation	205.00	0.30	\$61.50
Thomas P Gallo	Conflicts	Admin Services	430.00	0.80	\$344.00
Ellen J Kratofil	Conflicts	Admin Services	240.00	2.10	\$504.00
Linda A Scussel	Conflicts	Admin Services	235.00	11.30	\$2,655.50
Michael Kaplan	Project Assistant	Real Estate	155/165	9.30	\$1,469.50
Emily S O'Connor	Project Assistant	Restructuring	170.00	5.50	\$935.00
Nicole Pytel	Project Assistant	Real Estate	155.00	3.00	\$465.00
Lib Bibliographic Research	Research Specialist	Admin Services	235.00	12.80	\$3,008.00
Lib Business/Ind Research	Research Specialist	Admin Services	235.00	2.00	\$470.00
Robert H Hessing	Visiting Attorney	Real Estate	405/435	113.80	\$49,008.00
Totals for Paraprofessionals				1,605.80	\$420,564.50

² Rate changes effected January 1, 2011 are noted.

Great Atlantic & Pacific Tea Company
31 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending December 31, 2010

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/29/10	Jessica H Schultz	6.00	Review leases (4.0); draft lease summary charts (2.0).
12/29/10	Dana Yankowitz	.90	Correspond with J. Mazza, Milbank and Davis Polk re consent and waiver of 75-day lease rejection provision in DIP (.6); correspond with N. Thomas re lease rejection objection tracking chart (.3).
12/29/10	Shawn Dixon	2.30	Draft, revise and review the lease and contracts rejection procedures motion.
12/29/10	Ahmad S Nofal	5.00	Review and analyze lease documents (4.0); draft lease review chart (1.0).
12/29/10	Erin A Romine	8.30	Review documents for lease review (5.9); create summary chart re same (2.4).
12/29/10	Benjamin Householder	5.20	Review leases (3.0); prepare summary chart re same (2.2).
12/29/10	Kate Rawsthorne	4.70	Review leases.
12/29/10	David Curfman	5.00	Review and summarize lease documents.
12/29/10	Brian D Krieter	3.50	Review lease agreement (1.8); prepare summaries re same (1.7).
12/29/10	James J Mazza	.70	Review lease objections and strategy re same.
12/29/10	Laurie L Ruxton	6.00	Review and analyze various leases, amendments to leases, estoppels, consents, lease abstracts (3.0); draft and revise lease summaries (3.0).
12/29/10	Amanda Owens	5.00	Review lease diligence and input data into spreadsheet.
12/29/10	Kenton Walker	4.80	Review and summarize lease agreements.
12/29/10	Kevin Bohl	5.20	Review leases (3.0); draft lease review summary (2.2).
12/29/10	Nikki Thomas	1.80	Address issues re pending lease rejection motion.
12/29/10	Coree C Smith	3.80	Assist real estate team with lease review project.

Great Atlantic & Pacific Tea Company
31 Executory Contracts and Unexpired leases

Legal Services for the Period Ending December 31, 2010

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/29/10	John V Shivickas	5.70	Review and summarize supermarket leases (5.4); correspond with C. Smith and K. Bohl re same (.3).
12/29/10	Robert H Hessing	.30	Correspond with K. Bohl re lease review.
12/30/10	Maxwell J Eckstein	3.00	Research and analyze law re broker compensation.
12/30/10	Jennifer L Curfman	7.20	Review leases (5.2); prepare summary chart re same (2.0).
12/30/10	Jessica H Schultz	6.50	Review leases (4.2); draft lease review summary (2.3).
12/30/10	Dana Yankowitz	1.40	Correspond with parties and landlords re leases and rejection motions (.6); coordinate with N. Thomas and C. Feldman re same (.4); correspond with J. Mazza and M. Eckstein re real estate broker provisions (.4).
12/30/10	Shawn Dixon	2.80	Review and revise contract and lease rejection procedures motion.
12/30/10	Ahmad S Nofal	5.00	Review and analyze lease documents.
12/30/10	Erin A Romine	4.50	Review lease documents (3.3); create summary chart re same (1.2).
12/30/10	Rachel Sue K Bates	5.20	Review lease and prepare abstract for 281-295 Ferry Street (3.1); review lease and prepare abstract for 1851 Brucker Blvd (2.1).
12/30/10	Kate Rawsthorne	5.30	Review leases.
12/30/10	Michael Kaplan	2.50	Print documents from the network drive and deliver to A. Nofal.
12/30/10	David Curfman	4.00	Review and summarize real estate leases.
12/30/10	Brian D Krieter	7.50	Review lease agreements and prepare summaries.
12/30/10	Laurie L Ruxton	8.50	Review and analyze various leases, amendments to leases, estoppels, consents, lease abstracts (4.0); draft and revise lease summaries (4.0); arrange for formatting of

Great Atlantic & Pacific Tea Company
 31 Executory Contracts and Unexpired leases

Legal Services for the Period Ending December 31, 2010

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			lease documents for preparation of summary charts (.5).
12/30/10	Amanda Owens	1.50	Review lease diligence and input data into spreadsheet.
12/30/10	Ashley Cox	2.00	Review and analyze lease agreements (1.0); summarize same (1.0).
12/30/10	Kenton Walker	5.50	Review and summarize lease diligence documents.
12/30/10	Kevin Bohl	2.80	Review lease summaries from real estate team (2.1); correspond with C. Smith and J. Shivickas re same (.2); draft lease summaries (.5).
12/30/10	Jennifer Sheehan	4.00	Review leases and draft lease summary chart.
12/30/10	Nikki Thomas	6.20	Draft, review and revise lease rejection issues tracking chart (3.9); follow up re lease rejection issues (.5); telephone conference with C. Feldman re same (.5); review docket re objections to omnibus lease rejection motions (.9); telephone conference with counsel to Albertson's re lease rejection motions (.4).
12/30/10	Coree C Smith	1.50	Assist real estate team with lease reviews.
12/30/10	Coree C Smith	4.00	Assist real estate team with lease review project.
12/30/10	John V Shivickas	7.30	Review and summarize supermarket leases (6.0); correspond with C. Smith and K. Bohl re same (.2); review and revise summary for New Hope, PA lease (1.1).
12/30/10	Robert H Hessing	8.50	Review leases and summarize same.
12/30/10	Christine Soriano	6.00	Analyze and review mortgage property lists (3.0); draft and revise mortgaged property list in connection with pre-petition filing (2.0); coordinate title order, forwarding diligence materials with lender and title company (1.0).
12/31/10	Jennifer L Curfman	5.00	Review leases and prepare summary chart.

Great Atlantic & Pacific Tea Company
31 Executory Contracts and Unexpired Leases

Legal Services for the Period Ending December 31, 2010

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/31/10	Joseph Pack	.50	Correspond with R. Dahl re capital lease issues.
12/31/10	Rachel Sue K Bates	2.70	Prepare lease review for 2875 Richmond Avenue, Staten Island, NY.
12/31/10	Laurie L Ruxton	4.00	Review and analyze various leases, amendments to leases, estoppels, consents, lease abstracts (2.0); draft and revise lease summaries (2.0).
12/31/10	Ashley Cox	12.00	Review and analyze lease agreements (6.0); summarize same (6.0).
12/31/10	Kenton Walker	6.20	Review and summarize leases.
12/31/10	Coree C Smith	2.20	Assist real estate team with lease reviews.
12/31/10	John V Shivickas	3.30	Review and summarize supermarket leases (2.3); correspond with C. Smith and K. Bohl re same (.4); review and revise summary for New Hope, PA lease (.6).
12/31/10	Robert H Hessing	6.50	Review leases and draft summaries re same.
		527.50	TOTAL HOURS

Hearing Date: December 19, 2012 at 11:00 a.m.
Objection Deadline: December 12, 2012 at 4:00 p.m.

Andrew G. Dietderich
John J. Jerome
Michael H. Torkin
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹)	Case No. 12-10202 (ALG)
)	
Debtors.)	(Jointly Administered)
)	

**SUMMARY OF SECOND INTERIM FEE
APPLICATION OF SULLIVAN & CROMWELL LLP
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION**

NAME OF APPLICANT:	Sullivan & Cromwell LLP
AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:	Eastman Kodak Company and certain of its affiliates, as debtors and debtors in possession in these chapter 11 cases
DATE CASE FILED:	January 19, 2012

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors' corporate headquarters is: 343 State Street, Rochester, NY 14650.

Name of Professional Person	Position of the Applicant and Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
William L. Farris	Special Counsel; Member of New York Bar since 1979	\$ 990	0.70	\$ 693.00
Judith R. Fiorini	Special Counsel; Member of New York Bar since 1998	\$ 990	355.20	\$ 351,648.00
		\$ 0	20.30	-
Brian D. Glueckstein	Special Counsel; Member of New York Bar since 2004	\$ 990	1,004.20	\$ 991,188.00
		\$ 495	3.30	\$ 1,633.50
Eric H. Queen	Special Counsel; Member of New York Bar since 1977	\$ 990	9.00	\$ 8,910.00
Spencer F. Simon	Special Counsel; Member of California Bar since 2000	\$ 990	135.30	\$ 133,947.00
Michael H. Torkin	Special Counsel; Member of New York Bar since 1999	\$ 990	377.30	\$ 365,557.50
		\$ 1,050	252.70	\$ 265,335.00
		\$ 495	6.00	\$ 2,970.00
Partner and Counsel Total			5,055.30	\$ 5,105,296.00
Associates:				
Daniel Z. Altman	Associate; Member of Israeli Bar since 1999; Member of New York Bar since 2006	\$ 850	58.50	\$ 49,725.00
Mehdi Ansari	Associate; Member of California Bar since 2009	\$ 760	18.60	14,136.00
Alexander P. Apostolopoulos	Associate; Member of New York Bar since 2012	\$ 395	24.80	\$ 9,796.00
Mushfique S. Billah	Associate; Member of New York Bar since 2012	\$ 395	246.10	\$ 97,209.50
Ari B. Blaut	Associate; Member of New York Bar since 2008	\$ 775	53.90	\$ 41,772.50
Jeannette E. Braun	Associate; Member of New York Bar since 2012	\$ 395	125.30	\$ 49,493.50
James Chang	Associate; Member of New York Bar since 2011	\$ 660	0.20	\$ 132.00
Stephen H. Clarke	Associate; Member of New York Bar since 2011	\$ 550	304.90	\$ 167,695.00
Heather L. Coleman	Associate; Member of New Jersey Bar since 2007	\$ 775	470.10	\$ 364,327.50

Name of Professional Person	Position of the Applicant and Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Kung-Wei Liu	Associate; Member of Taiwan Bar since 2002; Member of New York Bar since 2008	\$ 790	1.50	\$ 1,185.00
Alexa J. Loo	Associate; Member of New York Bar since 2009	\$ 760	259.10	\$ 196,916.00
Chiansan Ma	Associate; Member of New York Bar since 2012	\$ 395	219.40	\$ 86,663.00
Theodore A.B. McCombs	Associate; Member of New York Bar since 2009	\$ 760	15.60	\$ 11,856.00
Jason J. McInnes	Associate; Member of Texas Bar since 2008	\$ 660	167.20	\$ 110,352.00
Brenden Park	Associate; Member of New York Bar since 2011	\$ 445	5.60	\$ 2,492.00
Todd I. Pollock	Associate; Member of New Jersey Bar since 2010	\$ 550	0.20	\$ 110.00
Scott Ratner	Associate; Member of New York Bar since 2012	\$ 395	0.50	\$ 197.50
Stanley A. Roberts	Associate; Member of New York Bar since 2007	\$ 825	7.60	\$ 6,270.00
R. Connor Schillerstrom	Associate; Member of New York Bar since 2012	\$ 395	85.70	\$ 33,851.50
Mark U. Schneiderman	Associate; Member of New York Bar since 2006	\$ 800	254.00	\$ 203,040.00
Scott W. Schwartz	Associate; Member of New York Bar since 2010	\$ 660	0.60	\$ 396.00
Jonathan L. Shapiro	Associate; Member of New York Bar since 2007	\$ 760	37.40	\$ 28,424.00
Adam A. Sofen	Associate; Member of California Bar since 2006	\$ 775	17.70	\$ 13,717.50
Neil J. Toomey	Associate; Member of New York Bar since 2012	\$ 395	148.30	\$ 58,578.50
Jane Y. Wang	Associate; Member of New York Bar since 2011	\$ 550	314.10	\$ 172,755.00
Oded Zaluski	Associate; Member of New Jersey Bar since 2008	\$ 760	450.00	\$ 342,000.00
David R. Zylberberg	Associate; Member of New York Bar since 2011	\$ 550	446.10	\$ 245,355.00
Associates Total			6,078.70	\$ 3,833,507.50
Lawyers Total			11,134.00	\$ 8,938,803.50
Non Legal Personnel:				
Elisa S. Charbonnel	Legal Assistant	\$ 210	1.00	\$ 210.00

Name of Professional Person	Position of the Applicant and Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
William V. Cuddy	Legal Assistant	\$ 255	1.10	\$ 280.50
Katherine B. Doyle	Legal Assistant	\$ 290	190.50	\$ 55,245.00
Choun F. Ea	Legal Assistant	\$ 290	1.50	\$ 435.00
Annabel E. G. Fowler	Legal Assistant	\$ 210	11.00	\$ 2,310.00
Ronald J. Gentile	Legal Assistant	\$ 290	2.80	\$ 812.00
Kaitlyn A. Gosewehr	Legal Assistant	\$255	1.80	\$ 459.00
Christine P. Henry	Legal Assistant	\$255	101.40	\$ 25,857.00
		\$0	14.20	-
Danielle M. Hoo	Legal Assistant	\$ 210	321.60	\$ 67,536.00
		\$0	23.70	-
Sandra S. Hough	Legal Assistant	\$ 255	43.50	\$ 11,092.50
Nicole M. Irizarry	Legal Assistant	\$ 290	2.80	\$ 812.00
Megan M. Ji	Legal Assistant	\$ 210	5.00	\$ 1,050.00
Daphne S. Kim	Legal Assistant	\$ 210	119.70	\$ 25,137.00
		\$ 0	18.90	-
Jacqueline J. Klapak	Legal Assistant	\$ 290	2.50	\$ 725.00
Jordan A. Kobb	Legal Assistant	\$ 290	1.30	\$ 377.00
Alexander LePore Jr.	Legal Assistant	\$ 210	1.80	\$ 378.00
Cristina W. Liebolt	Legal Assistant	\$ 290	66.30	\$ 19,227.00
Jae-Young Maeng	Legal Assistant	\$ 210	1.00	\$ 210.00
Mary C. Reiser	Legal Assistant	\$ 210	270.60	\$ 56,826.00
Nestor I. Rivera	Legal Assistant	\$ 130	12.30	\$ 1,599.00
David C. Saltzman	Legal Assistant	\$ 210	8.00	\$ 1,680.00
Anna H. Song	Legal Assistant	\$ 255	181.70	\$ 46,333.50
Kevin D. Thomas	Legal Assistant	\$ 210	8.00	\$ 1,680.00
Nestor A. Vilorio	Legal Assistant	\$ 290	6.50	\$ 1,885.00
Sean S. Whalen	Legal Assistant	\$ 130	1.50	\$ 195.00
Zara E. Zweber	Legal Assistant	\$ 290	323.40	\$ 93,786.00
		\$ 0	2.70	-
Faridat A. Arogundade	Legal Clerk	\$ 210	28.40	\$ 5,964.00
Avis A. Bohlen	Legal Clerk	\$ 210	40.20	\$ 8,442.00
Phillip A. Brest	Legal Clerk	\$ 210	30.40	\$ 6,384.00
Melissa Caprio-Lopez	Legal Clerk	\$ 130	2.50	\$ 325.00
Kimberly N. Council	Librarian	\$ 290	7.10	\$ 2,059.00
Lindsey V. Counts	Legal Clerk	\$ 210	3.30	\$ 693.00
Matthew I. Danzig	Legal Clerk	\$ 210	40.10	\$ 8,421.00
Sadel J. Desir	Legal Clerk	\$ 130	2.00	\$ 260.00
Ralph Desrosiers	Managing Legal Clerk	\$ 210	1.00	\$ 210.00
Benjamin I. Flemming	Legal Clerk	\$ 210	1.80	\$ 378.00
Sarah C. Flowers	Legal Clerk	\$ 210	13.30	\$ 2,793.00
Teresa A. Gorman	Librarian	\$ 290	13.20	\$ 3,828.00
Paul E. Hubble	Legal Clerk	\$ 210	5.70	\$ 1,197.00

Name of Professional Person	Position of the Applicant and Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Keir V. James-Little	Managing Legal Clerk	\$ 110	1.00	\$ 110.00
Julia E. Jarrett	Legal Clerk	\$ 210	28.10	\$ 5,901.00
Kimberly Williams Kaseem	Librarian	\$ 290	3.00	\$ 870.00
Tariq Khwaja	Librarian	\$ 290	10.10	\$ 2,929.00
		\$ 0	0.20	-
Connie Y. Lam	Legal Clerk	\$ 210	40.00	\$ 8,400.00
Tamar Y. Lerer	Legal Clerk	\$ 210	24.20	\$ 5,082.00
Kerri-Ann Limbeek	Legal Clerk	\$ 210	15.80	\$ 3,318.00
Nathaniel S. Lopez	Legal Analyst	\$ 290	14.00	\$ 4,060.00
Nicholas J. Maggipinto	Senior Legal Analyst	\$ 290	25.70	\$ 7,453.00
Zachary G. Markarian	Legal Clerk	\$ 210	4.50	\$ 945.00
Jason S. McManis	Legal Clerk	\$ 210	7.90	\$ 1,659.00
Jonathan E. Murray	Legal Clerk	\$ 210	75.90	\$ 15,939.00
Eric M. Newman	Legal Analyst	\$ 290	10.50	\$ 3,045.00
Bach-Yen T. Nguyen	Legal Assistant Specialist	\$ 290	33.30	\$ 9,657.00
Brian J. Nolan	Manager of Precedent Research	\$ 290	9.80	\$ 2,842.00
Denise J. Noller	Librarian	\$ 290	2.00	\$ 580.00
Michael D. Pearson	Librarian	\$ 290	11.60	\$ 3,364.00
Gregoire M. Petit	Librarian	\$ 290	2.00	\$ 580.00
James C. Pickel Jr.	Legal Clerk	\$ 210	118.20	\$ 24,822.00
Lucy A. Redmond	Manager of Reference Services	\$ 290	9.50	\$ 2,755.00
		\$ 0	0.30	-
Kenneth W. Robinson	Senior Legal Assistant	\$ 290	1.30	\$ 377.00
Ishmael Rodriguez	Legal Assistant Specialist	\$ 290	4.70	\$ 1,363.00
Cristina M. Ros	Legal Clerk	\$ 210	5.30	\$ 1,113.00
Douglas A. Sarro	Legal Clerk	\$ 210	9.30	\$ 1,953.00
Evelyn H. Seeger	Librarian	\$ 290	8.20	\$ 2,378.00
Faisal M. Sheikh	Legal Analyst	\$ 290	14.70	\$ 4,263.00
Chenjing Shen	Legal Clerk	\$ 210	5.00	\$ 1,050.00
Lauren M. Shosfy	Legal Clerk	\$ 210	16.00	\$ 3,360.00
Charles A. Talpas	Legal Clerk	\$ 210	13.60	\$ 2,856.00
Penny H. Timmons	Librarian	\$ 290	2.50	\$ 725.00
Marshall R. Voizard	Librarian	\$ 290	13.10	\$ 3,799.00
Benjamin D. White	Legal Clerk	\$ 210	4.60	\$ 966.00
Aba S. Yamoah	Legal Clerk	\$ 210	11.80	\$ 2,478.00
Non Legal Personnel Total			2,494.80	\$ 588,083.50
Total Compensation				\$ 9,526,887.00
Total Hours			13,628.80	
Blended Rate for Attorneys				\$802.84/hour

PROJECT: 11023 – APPLE/FLASHPOINT PROCEEDINGS

WORK DATE	LAWYER	HOURS	NARRATION
07/07/2012	Robert A. Gomez	10.50	Calls with Stephen Clarke regarding Apple's and FlashPoint's discovery requests (.30); draft responses and objections to Apple's and FlashPoint's discovery requests (10.2).
07/07/2012	Stephen H. Clarke	2.20	Revised and edited responses and objections to FlashPoint's first request for documents (1.3); drafted responses and objections to FlashPoint's second request for documents (.60); calls with R. Gomez regarding Apple's and FlashPoint's discovery requests (.30).
07/07/2012	Nathaniel S. Lopez	2.50	Processed data, prepared documents for production and imported data into LAW (.30); post Import QC (.20); imaged natives without extracted text (.50); OCR processed Imaged natives (.30); exported records to Concordance database (.20); configured exported data and deployed for review (.30); imaged natives in preparation of production (.70).
07/08/2012	Steven L. Holley	1.20	Attention to gathering materials responsive to Apple's and FlashPoint's discovery requests (.90); reviewed chart of Kodak litigation costs (.30).
07/08/2012	Brian D. Glueckstein	5.50	Review documents and work on response to discovery requests (3.5); work on response to written discovery requests (2.0).
07/08/2012	Nathaniel S. Lopez	3.50	Production processing. Imaged records for endorsements and Bates numbering (1.0); slip-sheeted records to be produced in native format (.50); Bates numbered images (.50); endorsed records with Bates and confidentiality designation (.70); exported production data (.30); created, configured and deployed production QC database (.50).